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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	<b>Chapter 11 Case No.</b>
	:	
<b>FINLAY ENTERPRISES, INC., et al.,</b>	:	<b>09-14873 (___)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
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**DEBTORS' MOTION PURSUANT TO SECTIONS 105(a), 362(d), 363(b) AND 503(b) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 4001, 6003 AND 6004 TO (A) (i) CONTINUE THE DEBTORS' WORKERS' COMPENSATION PROGRAMS AND THEIR LIABILITY, PROPERTY, AND OTHER INSURANCE PROGRAMS AND (ii) PAY ALL PREPETITION OBLIGATIONS IN RESPECT THEREOF; (B) DIRECT FINANCIAL INSTITUTIONS TO HONOR AND PROCESS CHECKS AND TRANSFERS RELATED TO SUCH OBLIGATIONS; AND (C) SCHEDULE A FINAL HEARING**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Finlay Enterprises, Inc. ("Finlay Enterprises") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, "Finlay" or the "Debtors"), respectfully represent:

**Background**

1. On the date hereof (the "Commencement Date"), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are authorized to operate their businesses and

manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. Contemporaneously herewith, the Debtors filed a motion seeking joint administration of their chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

### **Jurisdiction and Venue**

3. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Finlay’s Businesses**

4. Founded in 1887 as a mail order jeweler, Finlay is one of the leading retailers of fine jewelry in the United States. Historically, Finlay operated in two business segments: licensed departments in major department stores and stand-alone specialty jewelry stores. Today, Finlay sells a broad range of moderately-priced jewelry at approximately 77 department store locations and also operates approximately 106 stand-alone jewelry stores doing business as Bailey Banks & Biddle, Carlyle & Co. Jewelers LLC, and L. Congress, Inc. (“L. Congress”).

5. As of July 4, 2009, the Debtors’ unaudited consolidated financial statements reflected assets totaling approximately \$332 million and liabilities totaling approximately \$385 million.

6. Additional information regarding the events leading up to the Commencement Date and the facts and circumstances supporting the relief requested herein are set forth in the Affidavit of Arthur E. Reiner Pursuant to Rule 1007-2 of the Local Bankruptcy

Rules for the Southern District of New York in Support of First-Day Motions and Applications, sworn to on August 5, 2009.

**Relief Requested**

7. In connection with the operation of their businesses, the Debtors maintain certain workers' compensation programs and various liability, property, and other insurance programs and policies (collectively, the "Insurance Programs") through several different insurance carriers (the "Insurance Carriers"). Annexed hereto as Exhibit "A" is a list of each of the Insurance Programs, disclosing with respect to each Insurance Program, as applicable: the Insurance Carrier, the type of coverage, the coverage period, and the aggregate annual premium due thereunder.<sup>1</sup> By this Motion, the Debtors request that the Court, pursuant to sections 105(a), 362(d), 363(b), and 503(b) of the Bankruptcy Code and Bankruptcy Rules 4001, 6003 and 6004, (A) authorize the Debtors to (i) continue their Insurance Programs uninterrupted, and (ii) pay, in the Debtors' discretion, the undisputed prepetition obligations thereunder (the "Insurance Obligations"); (B) modify the automatic stay solely and for the limited purpose of permitting employees with claims under the Workers' Compensation Programs (as defined herein) to proceed with their claims in accordance with such program in the appropriate judicial or administrative forum; and (C) schedule a final hearing (the "Final Hearing") to consider the relief requested herein on a permanent basis.

8. As part of their cash management system, the Debtors maintain bank accounts at certain banks and financial institutions, including, without limitation, those annexed hereto as Exhibit "B" (the "Banks"). The Debtors draw upon funds in their accounts to satisfy

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<sup>1</sup> In addition to the Insurance Programs listed on Exhibit "A," the Debtors maintain numerous other insurance policies and programs with respect to employee benefits including health, dental, disability, and life insurance. These programs and policies are addressed in a separate motion filed contemporaneously herewith pertaining to the Debtors' employee wage policies and benefit programs.

their obligations arising from the Insurance Programs. In addition to the relief requested above, the Debtors request that the Court authorize the Banks to receive, honor, process, and pay any and all checks drawn, or electronic fund transfers requested or to be requested on the Debtors' Banks, to the extent that such checks or electronic fund transfers relate to any of the foregoing.

### **Workers' Compensation Programs**

9. The laws of the various states in which the Debtors operate require the Debtors to maintain workers' compensation policies and programs to provide their employees with workers' compensation benefits for claims arising from or related to their employment with the Debtors. The Debtors maintain workers' compensation coverage through a guaranteed cost third-party insurance program provided by the Federal Insurance Company, a subsidiary of the Chubb Group (the "Chubb Workers' Compensation Program"), and various statutorily required State Programs (as defined herein, and together with the Chubb Workers' Compensation Program and the Chubb Deductible Program (defined below), the "Workers' Compensation Programs").

#### **A. The Chubb Workers Compensation Program**

10. Unless otherwise required by state law, workers' compensation coverage for the Debtors' employees is provided through a guaranteed cost program provided by Chubb. The Chubb Workers' Compensation Program is maintained by Finlay Enterprises, along with its direct and indirect subsidiaries, and covers all of the Debtors' domestic employees who are not otherwise covered by one of the State Programs.

11. The Chubb Workers' Compensation Program obliges the Debtors to pay an annual premium in the amount of \$549,415.00 for the period June 1, 2009 through May 31, 2010. As of July 12, 2009, L. Congress was added to the Chubb Workers' Compensation

Program. The Debtors have entered into an agreement (the “Casualty Finance Agreement”) with First Insurance Funding Corp. (“First Insurance”) to finance the cost of the annual premium. Pursuant to the Casualty Finance Agreement, the Debtors are required to make an initial payment equal to 15% of the policy cost and thereafter to make monthly payments comprised of the premium and financing fees. The Debtors made the initial payment under the Casualty Finance Agreement on June 1, 2009. The next financing payment due to First Insurance of \$74,716.13 is due on September 1, 2009 and includes the premium for the Chubb Workers’ Compensation Program as well as the Debtors’ casualty insurance program consisting of their general liability, automobile liability and umbrella coverages

12. For the period from March 1, 2003 through May 31, 2009, workers’ compensation coverage for the Debtors’ employees was provided through a fully-insured, deductible program provided by Chubb (the “Chubb Deductible Programs”). For these periods, the Debtors paid a minimum annual administrative premium (the “Estimated Administrative Premium”). The Debtors continue to pay actual workers’ compensation claims up to the policy deductible amount on a quarterly basis as they are presented, pursuant to these policies. Additionally, Chubb performs an audit of the Debtors’ actual payroll at the conclusion of each policy year. If the Debtors’ payroll and actual claims exceed those used to calculate the Estimated Administrative Premium, the Debtors are required to pay an additional "true-up" premium to Chubb. If, however, the payroll and actual claims amounts are less than the Estimated Administrative Premium, the Debtors receive a refund from Chubb for the difference. Accordingly, following the annual audit, and at some point subsequent to the Commencement Date, Chubb may have a liquidated claim arising from periods before the Commencement Date.

The Debtors are seeking the Court's authorization to pay such claims, in their discretion, as they come due.

13. The Debtors currently have three outstanding letters of credit issued for the benefit of Chubb. The letters of credit were issued on April 29, 2003, March 19, 2004, and June 6, 2006, in the amounts of \$1,700,000.00, \$2,640,000.00 and \$1,200,000.00, respectively. Additionally, the Debtors have maintained deposits with Chubb on account of the Chubb Deductible Program for the fiscal years 2004, 2005 and 2006, totaling approximately \$340,000.

**B. The State Programs**

14. Certain states require the Debtors to utilize specific workers compensation programs. These state-specific workers' compensation programs provide coverage up to the statutory awards limit in each state (the "Statutory Limit"). As a result, the Debtors' employees in these states are not covered by the Chubb Workers Compensation Program for Statutory Limits and are instead covered by the Workers Compensation Program required in the state in which they work.

15. In Ohio, there is a mandatory, state-sponsored workers' compensation system provided by the Ohio Bureau of Workers' Compensation (the "Ohio Program"). The Ohio Program has an annual estimated premium of approximately \$56,000.00. The annual estimated premium is payable in two semi-annual installments, with the Debtors' next payment obligation of approximately \$27,919.60 due on or about August 31, 2009.

16. Similarly, in the State of Washington, the Debtors' workers' compensation coverage is provided by the Washington Department of Labor and Industry (the "Washington Program"). The Debtors pay an estimated annual premium in the amount of approximately \$4,000, which is paid on a quarterly basis during the fiscal year. The Debtors' last payment on

account of the Washington Program was made on or about July 31, 2009, in the amount of \$988.55.

17. In West Virginia, the Debtors' purchase workers' compensation coverage for Statutory Limits through Brick Street Mutual Insurance Company (the "West Virginia Program") together with the Ohio Program and the Washington Program, the "State Programs"). The West Virginia Program has an annual premium of approximately \$1,000, payable in two installments. The Debtors' last payment under the West Virginia Program was made on June 16, 2009 in the amount of \$299.73. The Debtors have an approximate remaining balance under the West Virginia Program of \$599.47.

**C. Payment of Workers' Compensation Obligations is Warranted**

18. Payment of the premiums for the Workers' Compensation Programs and the payment of prepetition workers' compensation claims are essential to the continued operation of the Debtors' businesses. As of the Commencement Date, the Debtors have approximately \$394,000 in premium and finance fees for the Chubb Workers' Compensation Program due to First Insurance for the current policy period. Additionally, the Debtors have approximately \$5,430,000 in outstanding obligations under the Chubb Deductible Programs, including Estimated Administrative Premiums and claims, for the periods prior to June 1, 2009. Subsequent to the Commencement Date, certain Insurance Carriers may have liquidated claims arising from policies under the Workers' Compensation Program for periods prior to the Commencement Date for premiums or true-ups. Therefore, the Debtors request authority to pay, in their discretion, any and all undisputed amounts due and owing with respect to any Workers' Compensation Program as they come due in the ordinary course of these chapter 11 cases.

**D. The Automatic Stay Should Be Modified for Workers' Compensation Claims**

19. Section 362(a) of the Bankruptcy Code, commonly known as the “automatic stay,” operates to stay the commencement or continuation, including the issuance or employment of process, of a judicial, administrative, or other action or proceeding against the debtor that was or could have been commenced before the commencement of the case under this title, or to recover a claim against the debtor that arose before the commencement of the case under this title.

11 U.S.C. § 362(a)(1). Section 362, however, permits a debtor or other parties in interest to request a modification or termination of the automatic stay for “cause.” *Id.* § 362(d)(1).

20. To the extent the Debtors’ employees hold valid workers’ compensation claims, the Debtors seek authorization, under section 362(d) of the Bankruptcy Code, to permit these employees to proceed with their claims in the appropriate judicial or administrative forum. The Debtors believe cause exists to modify the automatic stay because prohibiting the Debtors’ employees from proceeding with their claims could have a detrimental effect on the financial well-being and morale of such employees and lead to their departure. As discussed above, such departures could cause a severe disruption in the Debtors’ businesses to the detriment of all parties in interest.

21. To this end, and solely with respect to workers’ compensation claims covered under the Workers’ Compensation Programs, the Debtors seek to modify the automatic stay as it relates to workers’ compensation claims, provided that such claims are pursued in accordance with the Workers’ Compensation Program and recoveries, if any, are limited to the proceeds from the applicable Workers’ Compensation Program. All other claims, including any relating to matters covered by other Insurance Programs, will remain subject to the automatic stay. To effectuate the aforementioned modification of the automatic stay, the Debtors request that the Court waive the stay of a judgment under Bankruptcy Rule 7062 and the requirements



under Bankruptcy Rule 9014 relating to contested matters with respect to claims under the Workers' Compensation Programs.

22. Pursuant to this Motion, the Debtors do not seek a waiver, termination, or modification of the automatic stay with respect to any other claims or matters.

### **Liability and Property Insurance Programs**

23. As listed on Exhibit "A," the Debtors maintain various liability and property insurance programs, which provide the Debtors with insurance coverage for liabilities relating to, among other things, general commercial claims, property damage, business interruption, directors' and officers' liability, employee dishonesty, employment practices, umbrella, terrorism, and various other property-related and general liabilities (collectively, the "Liability and Property Insurance Programs"). Continuation of these policies is essential to the ongoing operation of the Debtors' businesses.

24. The Debtors are required to pay premiums under the Liability and Property Insurance Programs based upon fixed rates established by the applicable Insurance Carrier. The annual premiums for these policies aggregate to approximately \$1,700,000.00.<sup>2</sup>

25. The Debtors' primary property insurance coverage is provided by Jewelers Mutual Insurance Co. (the "Jewelers Mutual Policy"). In addition to the Jewelers Mutual Policy, the Debtors also maintain excess property insurance through two additional policy underwriters (the "Excess Property Policies" and together with the Jewelers Mutual Policy, a blanket crime policy through National Union Fire Ins. Co. and transit insurance coverage through Tokio Marine, the "Property Policies"). The Debtors pay a combined premium for the Property Policies of \$773,667.00, payable pursuant to a finance agreement (the "Property Finance

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<sup>2</sup> This figure includes estimated annual premiums paid on Insurance Programs maintained by L. Congress.

Agreement”) with First Insurance. This combined premium amount is subject to a return premium based on decreases in the Debtors' total insurable values. The Property Policies all began on August 1, 2009 and run through August 1, 2010. As of the Commencement Date, the Debtors made an initial payment of \$145,756.00 on account of the Property Policies, with their next payment in the amount of \$73,461.49 due on or about September 1, 2009.

26. Like the Debtors' workers' compensation coverage, the Debtors' general liability insurance coverage is also provided by Chubb (the “Chubb General Liability Policy”). The Debtors pay a premium of \$151,330.00 on account of the Chubb General Liability Policy. Like the Chubb Workers' Compensation Program set forth above, the Debtors finance the Chubb General Liability Policy through a financing agreement with First Insurance. The Debtors made the initial payment under the Casualty Finance Agreement on June 1, 2009. As set forth above, the next financing payment due to First Insurance of \$74,716.13, which includes the premium for the Chubb Workers' Compensation Program and casualty insurance program, is due on September 1, 2009.

27. Generally, L. Congress maintains its Insurance Programs separate from the other Debtors. Specifically, L. Congress has procured a jewelers block policy (the “Block Policy”) from Jewelers Mutual that provides L. Congress with insurance coverage for liabilities relating to, among other things, general liability, property damage, transit liability, and employee dishonesty. L. Congress paid Jewelers Mutual an annual premium of \$206,194.00 for the Block Policy in monthly installments. As of the Commencement Date, this policy was paid in full.

28. In addition to the annual premiums, pursuant to certain of the Liability and Property Insurance Programs, the Debtors are required to pay various deductibles for claims asserted under the policies. Generally speaking, under the Debtors' Liability and Property

Insurance Programs, if a claim is filed against a policy that has a deductible, the provider will pay the claim less the amount of the deductible, rather than pay the full amount of the claim and charge the Debtors for the amount of the deductible. Accordingly, the Debtors seek the Court's authorization to continue this practice going forward in the ordinary course of the Debtors' businesses.

### **Key Executive Life Insurance Programs**

29. As listed on Exhibit "A," the Debtors maintain various life insurance policies on certain of the Debtors' key executive personnel (collectively, the "Life Insurance Programs"). Continuation of these policies is essential to the ongoing operation of the Debtors' businesses.

30. The Debtors currently maintain two Life Insurance Programs provided by Security Mutual Life Insurance Co. and the United States Life Insurance Co. (the "Key Man Policies"). The Debtors pay a combined premium for the Key Man Policies of approximately \$57,632.00. The Key Man Policies have terms which run through February 17, 2012 and October 27, 2014. As of the Commencement Date, the Debtors have no payments remaining under the Key Man Policies until their respective policy anniversary dates.

### **Insurance Brokers**

31. In the ordinary course of the Debtors' businesses, the Debtors employ Bollinger Insurance (the "Bollinger") to assist them with the procurement and negotiation of their Insurance Programs and the processing of claims, and, in certain circumstances, to remit payment to the Insurance Carriers on behalf of the Debtors. Bollinger is paid commissions by the various insurance companies for the placement of the Debtors' insurance policies with the exception of the Debtors' excess property insurance for which a placement fee of \$20,000.00 is

due to Bollinger. Said placement fee has been financed through the Debtors' Property Finance Agreement with First Insurance.

**Ample Cause Exists to (i) Continue the Insurance Programs and (ii) Pay All Obligations in Respect Thereof**

32. Pursuant to sections 105(a), 362(d), 363(b), and 503(b) of the Bankruptcy Code and Bankruptcy Rules 4001, 6003, and 6004, the Debtors seek authority to continue, in their sole discretion, the Insurance Programs on an uninterrupted basis, and in accordance with the same practices and procedures as were in effect prior to the Commencement Date. Furthermore, the Debtors seek authority to pay, in their sole discretion, all undisputed premiums, deductibles, administrative fees, and other obligations arising under the Insurance Programs, as applicable, that were or are due and payable, or related to the period before or after, the Commencement Date.

33. Pursuant to section 503(b)(1) of the Bankruptcy Code, a debtor may incur, and the court, after notice and a hearing, shall allow as administrative expenses, among other things, "the actual, necessary costs and expenses of preserving the estate." 11 U.S.C. § 503(b)(1). In addition, pursuant to section 363(b) of the Bankruptcy Code, a debtor may, in the exercise of its sound business judgment and after notice and a hearing, use property of the estate outside of the ordinary course of business. *Id.* § 363(b). The Debtors submit that the use of estate funds for payment of the Insurance Obligations is permitted by sections 503(b)(1) and 363(b) of the Bankruptcy Code as necessary costs of preserving the estate.

34. Furthermore, to supplement these explicit powers, section 105(a) of the Bankruptcy Code empowers the Court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." *Id.* § 105(a). A bankruptcy court's use of its equitable powers to "authorize the payment of pre-petition debt when such payment is needed

to facilitate the rehabilitation of the debtor is not a novel concept.” *In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989). “Under 11 Section 105, the court can permit pre-plan payment of a pre-petition obligation when essential to the continued operation of the debtor.” *In re NVR L.P.*, 147 B.R. 126, 127 (Bankr. E.D. Va. 1992) (citing *Ionosphere Clubs*, 98 B.R. at 177).

35. In a long line of well-established cases, federal courts consistently have permitted postpetition payment of prepetition obligations where necessary to preserve or enhance the value of a debtor’s estate for the benefit of all creditors. *See, e.g., Miltenberger v. Logansport, C. & S.W. Ry. Co.*, 106 U.S. 286, 312 (1882) (payment of pre-receivership claim prior to reorganization permitted to prevent “stoppage of the continuance of such [crucial] business relations”); *Dudley v. Mealey*, 147 F.2d 268, 271 (2d Cir. 1945) (extending doctrine for payment of prepetition claims beyond railroad reorganization cases); *Mich. Bureau of Workers’ Disability Comp. v. Chateaugay Corp. (In re Chateaugay Corp.)*, 80 B.R. 279, 285-86 (S.D.N.Y. 1987) (approving lower court order authorizing payment of prepetition wages, salaries, expenses, and benefits).

36. The “doctrine of necessity” functions in a chapter 11 reorganization as a mechanism by which the bankruptcy court can exercise its equitable power to allow payment of critical prepetition claims not explicitly authorized by the Bankruptcy Code. *See In re Lehigh & New England Ry. Co.*, 657 F.2d 570, 581 (3d Cir. 1981) (holding that a court may authorize the payment of pre-petition claims if such payment was essential to the continued operation of the debtor); *In re Boston & Me. Corp.*, 634 F.2d 1359, 1382 (1st Cir. 1980) (recognizing the existence of a judicial power to authorize trustees to pay claims for goods and services that are indispensably necessary to the debtors’ continued operation). The doctrine is frequently invoked

early in a chapter 11 case, particularly in connection with the payment of prepetition claims. The court in *In re Structurlite Plastics Corp.* indicated its accord with “the principle that a bankruptcy court may exercise its equity powers under section 105(a) to authorize payment of pre-petition claims where such payment is necessary to ‘permit the greatest likelihood of survival of the debtor and payment of creditors in full or at least proportionately.’” 86 B.R. 922, 931 (Bankr. S.D. Ohio 1988) (quoting *Chateaugay Corp.*, 80 B.R. at 287). The court stated that “a *per se* rule proscribing the payment of pre-petition indebtedness may well be too inflexible to permit the effectuation of the rehabilitative purposes of the Code.” *Id.* at 932. The rationale for the doctrine of necessity rule is consistent with the paramount goal of chapter 11 – “facilitating the continued operation and rehabilitation of the debtor.” *Ionosphere Clubs*, 98 B.R. at 176. Accordingly, pursuant to section 105(a) of the Bankruptcy Code, this Court is empowered to grant the relief requested herein.

37. Moreover, numerous courts in this jurisdiction have granted the relief requested herein in other chapter 11 cases.<sup>3</sup> See, e.g., *In re Steve & Barry’s Manhattan LLC, et al.*, Case No. 08-12579 (ALG) (Bankr. S.D.N.Y. July 9, 2008) (Doc. No. 68); *In re Lenox Sales, Inc.*, Case No. 08-14679 (ALG) (Bankr. S.D.N.Y. Nov. 23, 2008) (Doc. No. 125); *In re Lexington Precision Corp., et al.*, Case No. 08-11153 (MG) (Bankr. S.D.N.Y. Apr. 1, 2008) (Doc. No. 80); *In re PRC, LLC*, Case No. 08-10239 (MG) (Bankr. S.D.N.Y. Jan. 25, 2008) (Doc. No. 37); *Silicon Graphics, Inc., et al.*, Case No. 06-10977 (BRL) (Bankr. S.D.N.Y. May 31, 2006) (Doc. No. 144), (Bankr. S.D.N.Y. May 10, 2006) (Doc. No. 49); *In re Atkins Nutritionals, Inc., et al.*, Case No. 05-15913 (ALG) (Bankr. S.D.N.Y. Aug. 1, 2005) (Doc. No. 32).

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<sup>3</sup> Because of the voluminous nature of the unreported orders cited herein, they are not annexed to this Motion. Copies of these orders are available upon request of Debtors' counsel, including at the hearing to consider the Motion.

**Continuing the Insurance Programs and Paying All Obligations in  
Respect Thereof Is Necessary to Preserve the Value of the Debtors' Estates**

38. The nature of the Debtors' businesses and the extent of their operations make it essential for the Debtors to maintain their Insurance Programs on an uninterrupted basis. The nonpayment of any premiums, deductibles, or related fees under one of the Insurance Programs could result in one or more of the Insurance Carriers declining to renew their insurance policies or refusing to enter into new insurance agreements with the Debtors in the future. If the Insurance Programs lapse without renewal, the Debtors could be exposed to substantial liability for personal and/or property damages to the detriment of all parties in interest. Furthermore, the Debtors would then be required to obtain replacement policies on an expedited basis at a significant cost to the estates.

39. Moreover, the Insurance Programs are vital to all aspects of the Debtors' operations. Applicable state law mandates that the Debtors maintain workers' compensation coverage for their employees. Failure by the Debtors to pay the premiums associated with their Workers' Compensation Programs would jeopardize their coverage and expose the Debtors to substantial liability in fines by various state workers' compensation boards.

40. In addition, the risk that eligible workers' compensation claimants will not receive timely payment for prepetition employment-related injuries could have a devastating effect on the financial well-being and morale of the Debtors' current employees. Departures by employees at this critical time may result in a severe disruption of the Debtors' businesses with a substantially adverse impact on the Debtors, the value of their assets and their businesses. The retention of the Debtors' qualified and dedicated senior management also is linked to the continued effectiveness of the directors' and officers' liability insurance policies.

41. Finally, pursuant to the terms of the guidelines established by the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), the Debtors are obligated to remain current with respect to their primary Insurance Programs. Therefore, the continuation of the Insurance Programs, on an uninterrupted basis, and the payment of all undisputed prepetition and postpetition Insurance Obligations arising under the Insurance Programs are essential to preserve the Debtors’ businesses and preserve the value of the Debtors’ estates for all creditors. Accordingly, the Debtors seek the Court’s authorization to continue the Insurance Program and related policies as such practices, programs, and policies were in effect as of the date of the commencement of the Debtors’ chapter 11 cases and authorize, but not direct, the Debtors to pay any undisputed prepetition claims arising under the Insurance Program as they come due.

42. To the extent any Insurance Program or related agreement is deemed an executory contract within the meaning of section 365 of the Bankruptcy Code, the Debtors do not, at this time, seek to assume any such contract. Accordingly, if the Court authorizes the payments described above, such payments should not be deemed to constitute a postpetition assumption or adoption of the programs, policies, or agreements as executory contracts pursuant to section 365 of the Bankruptcy Code. The Debtors are in the process of reviewing these matters and reserve all of their rights under the Bankruptcy Code with respect thereto. Moreover, authorization to pay all amounts on account of the Insurance Obligations shall not affect the Debtors’ right to contest the amount or validity of these obligations.

#### **Interim Relief Should Be Granted**

43. The Debtors seek authority to continue the Insurance Programs and to pay those obligations that are or become due and payable prior to the Final Hearing. In addition, to



the extent the Debtors' employees hold valid workers' compensation claims, the Debtors seek authorization, under section 362(d) of the Bankruptcy Code, to permit these employees to proceed with their claims in the appropriate judicial or administrative forum.

44. The Debtors submit the facts cited herein illustrate that the interim relief requested in this Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates. Based upon the foregoing, Bankruptcy Rule 6003 has been satisfied.

45. Furthermore, the Debtors seek a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the stay of the order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h).<sup>4</sup> The Debtors further request waiver of the stay of the order granting a motion for relief from the automatic stay under Bankruptcy Rule 4001(a).

**Applicable Banks Should Be Authorized to Honor and Pay Checks Issued and Make Other Transfers to Pay Insurance Obligations**

46. As a result of the commencement of the Debtors' chapter 11 cases, and in the absence of an order of the Court providing otherwise, the Banks may dishonor or reject Debtors' checks and electronic fund transfers with respect to the Insurance Obligations. Therefore, the Debtors request that the Court authorize the Banks to process, honor, and pay all prepetition and postpetition checks issued or to be issued, and electronic fund transfers requested or to be requested, by the Debtors with respect to their Insurance Obligations.<sup>5</sup> The Debtors also seek authority to issue new postpetition checks or effect new electronic fund transfers with

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<sup>4</sup> Bankruptcy Rule 6004(h) is an interim bankruptcy rule adopted pursuant to standing General Order M-308 of the United States Bankruptcy Court for the Southern District of New York, signed on October 11, 2005 by Chief Judge Stuart M. Bernstein.

<sup>5</sup> Contemporaneously herewith the Debtors filed the Debtors' Motion Pursuant to Sections 105(a), 363(b), 363(c) and 364(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004 (A) for Authorization to (i) continue using existing cash management system, and (ii) maintain existing bank accounts and business forms and (B) to Schedule a Final Hearing (the "Cash Management Motion").

respect to the Insurance Obligations to replace any prepetition checks or electronic fund transfer requests that may be dishonored or rejected.

47. The Debtors represent that each of these checks or transfers is or will be drawn on accounts authorized by the Court under the Cash Management Motion, and can be readily identified as relating directly to payments under the Insurance Programs. Accordingly, the Debtors believe that prepetition checks and transfers other than those relating to the Insurance Programs will not be honored inadvertently.

#### **Notice**

48. No trustee or examiner has been appointed in these chapter 11 cases. The Debtors have served notice of this Motion on (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for General Electric Capital Corporation, as agent under that certain Fourth Amended and Restated Credit Agreement dated as of November 9, 2007, (iii) the attorneys for HSBC Bank USA, as trustee under that certain second lien indenture dated as of November 26, 2008 and that certain third lien indenture dated as of November 26, 2008, (iv) those creditors holding the thirty largest unsecured claims against the Debtors' estates (on a consolidated basis), and (v) the U.S. Securities and Exchange Commission. The Debtors submit that no other or further notice need be provided.

49. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as it deems just and proper.

Dated: August 5, 2009  
New York, New York

/s/ Lori R. Fife  
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Attorneys for Debtors  
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**EXHIBIT A**

**Insurance Programs**

## Insurance Programs

### Finlay Enterprises, Inc. and Its Subsidiaries

(generally excluding L. Congress)

Type of Coverage	Insurer	Policy Term	Annual Premium
Primary Property	Jewelers Mutual Insurance Company	8/1/09-8/1/10	\$435,616
Excess Property	Underwriters at Lloyds, London	8/1/09-8/1/10	\$112,700
Excess Property	RSUI Indemnity Co.	8/1/09-8/1/10	\$81,426
Employee Crime	National Union Fire Ins. Co. of Pittsburgh, PA	8/1/09-8/1/10	\$59,134
Inland Marine (Transit)	Tokio Marine and Fire Ins. Co.	8/1/09-8/1/10	\$84,791
Comprehensive General Liability	Federal Ins. Co. (Chubb)	6/1/09-6/1/10	\$151,330 (subject to audit)
Business Auto	Federal Ins. Co. (Chubb)	6/1/09-6/1/10	\$20,302
Commercial Umbrella	Vigilant Ins. Co.	6/1/09-6/1/10	\$68,000
Directors & Officers Liability	Vigilant Ins. Co.	11/14/08-11/14/10 (six year tail)	\$340,000 (\$390,000)
Directors & Officers Liability	St. Paul Mercury Ins. Co. (Travelers)	11/14/08-11/14/10 (six year tail)	\$249,500 (\$312,000)
Employment Practices Liability	State National Ins. Co.	6/16/09-6/16/10	\$79,151
Fiduciary Liability	Federal Ins. Co. (Chubb)	10/31/08-10/31/09	\$15,439
Corporate Travel Accident	Federal Ins. Co. (Chubb)	6/5/07-6/5/10	\$14,891

Type of Coverage	Insurer	Policy Term	Annual Premium
Workers Compensation	Federal Ins. Co. (Chubb)	6/1/09-6/1/10	\$549,415
Workers Compensation (WV only)	Brick Street Mutual Ins. Co.	3/24/09-3/24/10	\$1,977
Workers Compensation (WA only)	Dept. of Labor & Industries	N/A	\$3,954
Workers Compensation (OH only)	Ohio Bureau of Workers' Compensation	N/A	\$55,839
Key Man Life Insurance (for Arthur E. Reiner)	(a) Security Mutual Life Ins. Co. (b) United States Life Ins. Co.	(a) 10/27/04-10/27/14 (b) 2/18/02-2/17/12	(a) \$37,307 (b) \$20,325

**L. Congress, Inc.**

<b>Type of Coverage</b>	<b>Insurer</b>	<b>Policy Term</b>	<b>Annual Premium</b>
Employment Practices Liability	Markel American Ins. Co.	10/1/08-10/01/09	\$6,384
Flood	The Hartford	(a) 10/13/08-10/13/09 (b) 6/29/09-6/29/10 (c) 8/18/08-8/18/09	(a) \$3,888 (b) \$9,119 (c) \$14,799
Business Auto	State Farm Mutual Auto. Ins. Co.	5/4/09-11/4/09	\$595
Jewelers Block	Jewelers Mutual Ins. Co.	10/1/08-10/1/09	\$206,194

**EXHIBIT B**

**Bank Accounts**



## Bank Account Table

### Carlyle & Co. Jewelers LLC

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 42	First Tennessee	9201438	1638 Robert C Jackson Dr Maryville, TN 37802 Tel: (865) 971-2080	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 65	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 98	Bank of America	000689660159	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 145	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 152	Bank of America	684072713	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 154	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 162	Bank of America	3272190580	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 190	Bank of America	684072593	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 199	First Sentry	0131970	6501 Mud River Road Barboursville WV 25504 (304) 522-6400	Store Deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 199	Huntington Federal	5959192	1049 Fifth Avenue Huntington, WV 25701 Tel: (304) 528-6200	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 207	Bank of America	684072755	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 212	Bank of America	21303086	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 220	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 227	Bank of America	684072797	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 229	Bank of America	2181704044	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 231	Bank of America	684073505	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 235	Bank of America	140509	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 237	Bank of America	684072632	101 South Tryon St Charlotte, NC 28255 Attn: Jeffrey Pelletier Tel: (800) 654-8503 x5931	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 239	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 241 <sup>1</sup>	Bank of America	3446449248	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 244	Bank of America	000684072836	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 245	Bank of America	000691246752	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 246	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 247	Bank of America	005489523860	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks

<sup>1</sup> This store operates under the name Park Promenade LLC.

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 249	Compass	23641569	PO Box 10566 Birmingham, AL 35296 Tel: (800) 266-7277	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 250	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 303	PNC	5610718485	222 Delaware Ave Wilmington, DE 19899 Tel: (877) 824-5001	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 305	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 307	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 312	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 315	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 350	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 252	Conway National	071736058701	1400 Third Avenue Conway, SC 29528 Tel: (843) 248-5721	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 254	Bank of America	237006644990	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 256	Vision Bank	10052267	PO Box 1848 Panama City, FL 32402-1848 Tel: (850) 522-4000	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 262	Capital City	3700753101	1601 Bass Road Macon, GA 3120 Tel: (478) 474-2110	Store deposits cash and checks

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 314	PNC	8919705887	1305 Main Street Warrington, PA 18976 Tel: (215) 491-6451	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store Payroll	Bank of America	480152219	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Payroll
Carlyle & Co. Jewelers LLC Corporate Payroll	Bank of America	480152222	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Corporate Payroll
Carlyle & Co. Jewelers LLC Group Health Plan	Bank of America	480152303	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	
Carlyle & Co. Jewelers LLC Concentration account	Bank of America	21145537	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Receipts – GE sweep
Carlyle & Co. Jewelers LLC O/S Checks	Bank of America	2330026534	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Checks issued
Carlyle & Co. Jewelers LLC Funding account	Bank of America	684073301	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	GE Funds account Funds other corp. BoA accounts
Carlyle & Co. Jewelers LLC Amex	Bank of America	653202457	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Amex Settlements, (returns, fees etc)

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Visa/Master Card	Bank of America	6840473343	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Visa and Master card Settlement
Carlyle & Co. Jewelers LLC Discover	Bank of America	21220603	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Discover settlements
Carlyle & Co. Jewelers LLC Flexible Reimb. Plan	Bank of America	480152293	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Flexible Benefits Funding
Carlyle & Co. Jewelers LLC Chase Paymentech	Bank of America	480152251	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Chase Paymentech Fees

**L. Congress, Inc.**

<b>BANK</b>	<b>ACCOUNT NAME</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
L. Congress, Inc. Controlled Disbursement	AmSouth Bank	5990011724	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Payroll & Accounts Payable
L. Congress, Inc. Depository	AmSouth Bank	0031790429	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	CC activities, fees, returns, sales, chargebacks, etc.
L. Congress, Inc. Depository	AmSouth Bank	0060077549	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Cash and check deposits from the stores & daily sweep. GE Blocked agreement
L. Congress, Inc. Master	AmSouth Bank	0060077387	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Keep a negotiated balance for unknowns.
L. Congress, Inc. ZBA	AmSouth Bank	0031790801	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Miscellaneous (direct deposits, taxes, banking fees, etc.)
L. Congress, Inc. Checking account	AmSouth Bank	0076607518	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Estate Purchases
L. Congress, Inc. Depository	TIB	72000504006	PO Box 2808 Key Largo, FL 33037 Tel: (800) 233-6330	Deposit for 1 store – small balance transferred monthly to sweep account

**Bailey Banks & Biddle**

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle Bellevue Square Cost Center: 12239	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499262	415 106th Avenue, Northeast Bellevue, WA 98004-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3592	Store deposit cash and checks
Bailey Banks & Biddle Chandler Fashion Center Cost Center: 12343	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499327	3410 West Chandler Blvd. Chandler, AZ 85226-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3593	Store deposit cash and checks
Bailey Banks & Biddle Fair Oaks Mall Cost Center: 01274	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499204	12011 Lee Jackson Memorial Highway Fairfax, VA 22033-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3594	Store deposit cash and checks
Bailey Banks & Biddle Fashion Show Mall Cost Center: 01248	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499194	4080 Spring Mountain Rd Las Vegas, NV 8901 Attn: Kemberly Gordon Tel: (800) 325-6999 X3595	Store deposit cash and checks
Bailey Banks & Biddle Glendale Galleria Cost Center: 12162	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499246	345 North Brand Blvd. Glendale, CA 91203-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3596	Store deposit cash and checks
Bailey Banks & Biddle International Plaza Cost Center: 12328	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499314	100 North Westshore Blvd. Tampa, FL 33609-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3597	Store deposit cash and checks
Bailey Banks & Biddle Lenox Square Mall Cost Center: 12697	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499178	Monarch Plaza Branch/3414 Peachtree Ne Atlanta, GA 30326-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3598	Store deposit cash and checks
Bailey Banks & Biddle Meadowood Mall Cost Center: 12265	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499385	5905 South Virginia Street Reno, NV 89502-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3599	Store deposit cash and checks
Bailey Banks & Biddle Menlo Park Mall Cost Center: 12357	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499424	46 Parsonage Rd. Edison, NJ 08837-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3600	Store deposit cash and checks



<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle North East Mall Cost Center: 12616	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499152	8625 Bedford Euleess Road Hurst, TX 76053-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3601	Store deposit cash and checks
Bailey Banks & Biddle Perimeter Mall Cost Center: 12694	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499165	1 Perimeter Center, East Atlanta, GA 30346-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3602	Store deposit cash and checks
Bailey Banks & Biddle Saint Louis Galleria Cost Center: 12243	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426449275	7800 Forsyth Blvd. Claton, MO 63105-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3603	Store deposit cash and checks
Bailey Banks & Biddle Scottsdale Fashion Square Mall Cost Center: 12272	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499291	7014 Camelback Road Scottsdale, AZ 85251-0000 Attn: Jeffrey Pelletier Tel: (800) 447-5592 x5931	Store deposit cash and checks
Bailey Banks & Biddle South Coast Plaza Cost Center: 12106	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499220	675 Anton Blvd. Costa Mesa, CA 92626-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3605	Store deposit cash and checks
Bailey Banks & Biddle Stoneridge Mall Cost Center: 12262	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499288	7496 Dublin Blvd. Duplin, CA 94568-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3606	Store deposit cash and checks
Bailey Banks & Biddle Stonestown Galleria Cost Center: 12200	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499356	245 Winston Drive San Francisco, CA 94132-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3607	Store deposit cash and checks
Bailey Banks & Biddle The Galleria Dallas Cost Center: 12152	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499330	13355 Noel Road, Suite 100 Dallas, TX 75240-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3608	Store deposit cash and checks
Bailey Banks & Biddle The Mall @ Wellington Green Cost Center: 12331	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499411	11977 Southern Blvd. Royal Palm Beach, FL 33414-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3609	Store deposit cash and checks

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle The Mall In Columbia Cost Center: 12493	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499149	10300 Little Patuxent Parkway, Suite 1860 Columbia, MD 21044-1615 Attn: Kemberly Gordon Tel: (800) 325-6999 X3610	Store deposit cash and checks
Bailey Banks & Biddle The Shops @ Mission Viejo Cost Center: 12283	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499398	27571 Puerta Real Mission Viejo, CA 92691-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3611	Store deposit cash and checks
Bailey Banks & Biddle The Woodlands Mall Cost Center: 12242	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499369	1201 Lake Woodlands Drive, Suite 1180 The Woodlands, TX 77380-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3612	Store deposit cash and checks
Bailey Banks & Biddle Town & Country Shopping Center Cost Center: 12310	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499301	1005 Blalock Road Houston, TX 77055-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3613	Store deposit cash and checks
Bailey Banks & Biddle Valley Fair Mall Cost Center: 12190	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499259	2905 Stevens Creek Blvd. Santa Clara, CA 95050-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3614	Store deposit cash and checks
Bailey Banks & Biddle Village @ Corte Madera Cost Center: 12171	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499343	663 Tamalpais Drive Corte Madera, CA 94925-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3615	Store deposit cash and checks
Bailey Banks & Biddle Washington Square Cost Center: 12771	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499181	10101 Southwest Washington Square Road Portland, OR 97223-4467 Attn: Jeffrey Pelletier Tel: (800) 447-5592 x5931	Store deposit cash and checks
Bailey Banks & Biddle Westfarms Mall Cost Center: 12257	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499372	100 Center Street Farmington, CT 06032-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3617	Store deposit cash and checks
Bailey Banks & Biddle Willow Bend Mall Cost Center: 12327	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499408	100 Center Street Plano, TX 75093-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3618	Store deposit cash and checks

ACCOUNT NAME	Bank	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Bailey Banks & Biddle Willowbrook Mall Cost Center: 01297	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499217	7455 Fm 1960 Road, West Houston, TX 77070-5715 Attn: Kemberly Gordon Tel: (800) 325-6999 X3619	Store deposit cash and checks
Bailey Banks & Biddle Summit Sierra Cost Center: 12423	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426612450	13921 South Virginia St Reno, NV 89511 Attn: Kemberly Gordon Tel: (800) 325-6999 X3620	Store deposit cash and checks
Bailey Banks & Biddle The Shops At Southlake Cost Center: 12364	Capitol One Bank	Master Acct: 3620515298 Sub-Account: 3620515298	1110 E. Southlake Blvd. Southlake, TX 76092-0000 Attn: Patricia Herskovitz Tel: (972) 855-3945	Store deposit cash and checks
Bailey Banks & Biddle Fashion Center @ Pentagon City Cost Center: 12223	Chevy Chase Bank	Master Acct: 0624378900 Sub-Account: 0624378900	1100 South Hayes Street, Space S- 16Arlington, VA 22202-0000 Attn: Sepi or David Merzazado Tel: (703) 893-1505	Store deposit cash and checks
Bailey Banks & Biddle Montgomery Mall Cost Center: 12963	Chevy Chase Bank	Master Acct: 0624378900 Sub-Account: 0624378900	7101 Democracy Blvd. Bethesda, MD 20817-1007 Attn: Sepi or David Merzazado Tel: (703) 893-1505	Store deposit cash and checks
Bailey Banks & Biddle Tysons Corner Center Cost Center: 12513	Chevy Chase Bank	Master Acct: 0624378900 Sub-Account: 0624378900	8011 Tyson Corner Center Mc Lean, VA 22102-4555 Attn: Sepi or David Merzazado Tel: (703) 893-1505	Store deposit cash and checks
Bailey Banks & Biddle Ross Park Mall Cost Center: 12188	Citizen's Bank	Master Acct: 20220286 Sub-Account: 20220286	1000 Ross Park Mall Drive, Space E-4 Pittsburgh, PA 15237-0000 Attn: Jackie Delmastro Tel: 401-456-7451	Store deposit cash and checks
Bailey Banks & Biddle Northpark Center Cost Center: 12533	Comerica Bank	Master Acct: 1881221814 Sub-Account: 1881221814	907 Northpark Center Dallas, TX 75225-2280 Attn: Tel:	Store deposit cash and checks
Bailey Banks & Biddle Cherry Hill Mall Cost Center: 12229	Commerce Bank	Master Acct: 7866678621 Sub-Account: 7866678621	101 Haddonfield Road Cherry Hill, NJ 08002-2155 Attn: Rose Ann Moffa Tel: (856) 751-2739	Store deposit cash and checks

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle The Westchester Mall Cost Center: 12256	Commerce Bank	Master Acct: 7866678621 Sub-Account: 7866678621	285 Mamaroneck Avenue White Plains, NY 10601-0000 Attn: Rose Ann Moffa Tel: (856) 751-2739	Store deposit cash and checks
Bailey Banks & Biddle Beachwood Place Mall Cost Center: 1257	Fifth Third Bank	Master Acct: 7024687530 Sub-Account: 7024687530	1801 East 9th Street Beachwood, OH 44122-1162 Attn: MacIom Williams Tel: (513) 534-3743	Store deposit cash and checks
Bailey Banks & Biddle Old Orchard Center Cost Center: 122273	First American Bank	Master Acct: 55020480604 Sub-Account: 55020480604	4611 Golf Road Skokie, IL 60077-0000 Attn: Jayshree Shah Tel: (847) 586-2717	Store deposit cash and checks
Bailey Banks & Biddle Wolfchase Galleria Cost Center: 12247	First Tennessee Bank	Master Acct: 179125458 Sub-Account: 179125458	2750 North Germantown Road Memphis, TN 38133-0000 Attn: Shelly Thomas Tel: (404) 279-4773	Store deposit cash and checks
Bailey Banks & Biddle Galleria Post Oak Cost Center: 12312	International Bank Of Commerce	Master Acct: 2510582437 Sub-Account: 2510582437	5085 Westheimer # 4640 (In Mall) Houston, TX 77056-0000 Attn: Elizabeth Mendoza Tel: (956) 632-3532	Store deposit cash and checks
Bailey Banks & Biddle The Shops At La Cantera Cost Center: 12360	International Bank Of Commerce	Master Acct: 2510582437 Sub-Account: 2510582437	15900 La Cantera Pkwy (In Mall) San Antonio, TX 78256-0000 Attn: Elizabeth Mendoza Tel: (956) 632-3532	Store deposit cash and checks
Bailey Banks & Biddle Deer Park Town Center Cost Center: 12282	JP Morgan Chase Bank	Master Acct: 754015758 Sub-Account: 754015758	1131 East Dundee Road Lake Zurich, IL 60074-0000 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Mall Of Louisiana Cost Center: 12266	JP Morgan Chase Bank	Master Acct: 754015907 Sub-Account: 754015907	6851 Bluebonnet Baton Rouge, LA 70836-0000 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Biltmore Fashion Park Cost Center: 12326	JP Morgan Chase Bank	Master Acct: 754015907 Sub-Account: 754015907	2538 East Camelback Road Phoenix, AZ 85016-0000 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & BiddleOrland Square MallCost Center: 12506	JP Morgan Chase Bank	Master Acct: 754016053 Sub-Account: 754016053	15100 South La Grande Road #2320 Orland Park, IL 60462-0000 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Oak Brook Center Cost Center: 12116	JP Morgan Chase Bank	Master Acct: 754016152 Sub-Account: 754016152	110 Oak Brook Center Oak Brook, IL 60523-1808 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Woodfield Mall Cost Center: 12804	JP Morgan Chase Bank	Master Acct: 754016202 Sub-Account: 754016202	L 306 Woodfield Mall Schaumburg, IL 60173-5808 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Partridge Creek Cost Center: 12424	JP Morgan Chase	Master Acct: 754016202 Sub-Account: 754016202	17420 Hall Rd Clinton Township, MI 48038 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Cherry Creek Center Cost Center: 12858	Key Bank	Master Acct: 359681227708 Sub-Account: 359681227708	3300 East 1st Avenue Denver, CO 80206-0000 Attn: Carrie Boland Tel: (216) 689-4405	Store deposit cash and checks
Zell Bros. Southwest Morrison Cost Center: 12770	Key Bank	Master Acct: 359681227716 Sub-Account: 359681227716	444 Southwest 5th Avenue Portland, OR 97204-0000 Attn: Carrie Boland Tel: (216) 689-4405	Store deposit cash and checks
Bailey Banks & Biddle Somerset Mall Cost Center: 12245	Bank Of America/ Formerly Lasalle	Master Acct: 5403412314 Sub-Account: 5403412314	2800 West Big Beaver Road, Space P-135 Troy, MI 48084-0000 Attn: Asha Patel Tel: (248) 816-9395	Store deposit cash and checks
Bailey Banks & Biddle South Hills Village Cost Center: 12387	National City Bank	Master Acct: 985747351 Sub-Account: 985747351	102 Fort Couch Road Pittsburgh, PA 15241-1493 Attn: Margie Ressler Tel: (412) 833-1474	Store deposit cash and checks
Bailey Banks & Biddle Christiana Mall Cost Center: 12238	PNC Bank	Master Acct: 1019816063 Sub-Account: 1019816063	437 Grant Street Pittsburgh, PA 19702-0000 Attn: Donna D. Boyle Tel: (412) 768-6113	Store deposit cash and checks

ACCOUNT NAME	Bank	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Bailey Banks & Biddle One Mellon Bank Center Cost Center: 12127	PNC Bank	Master Acct: 1019816063 Sub-Account: 1019816063	715 Christiana Mall Drive Newark, DE 15219-0000 Attn: Donna D. Boyle Tel: (412) 768-6113	Store deposit cash and checks
Bailey Banks & Biddle The Domain Shopping Center Cost Center: 12361	Regions Bank	Master Acct: 0079078702 Sub-Account: 0079078702	4314 Braker Lane Austin, TX 78758-0000 Attn: Lenora Wright Tel: (205) 264-5259	Store deposit cash and checks
Bailey Banks & Biddle Oak Court Mall Cost Center: 12201	Regions Bank	Master Acct: 0079078702 Sub-Account: 0079078702	4485 Popular Avenue Memphis, TN 38117-0000 Attn: Lenora Wright Tel: (205) 264-5259	Store deposit cash and checks
Bailey Banks & Biddle Florida Mall Cost Center: 12252	Suntrust Bank, N.A.	Master Acct: 1000063667512 Sub-Account: 1000063667512	6900 South Orange Blossom Trail Orlando, FL 32809-0000 Attn: Leticia Richards Tel: (866) 448-6932 x 57538	Store deposit cash and checks
Bailey Banks & Biddle Park Meadows Mall Cost Center: 12249	Us Bank	Master Acct: 153910335758 Sub-Account: 153910335758	9217 East Lincoln Avenue Littleton, CO 80124-0000 Attn: Diana Vance Tel: (216) 623-9248	Store deposit cash and checks
Bailey Banks & Biddle Park Plaza Cost Center: 12323	Us Bank	Master Acct: 153910335758 Sub-Account: 153910335758	6000 West Markham Street, Suite 2110 Little Rock, AR 72205-0000 Attn: Diana Vance Tel: (216) 623-9248	Store deposit cash and checks
Bailey Banks & Biddle Annapolis Mall Cost Center: 01250	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973386	171 Jennifer Road Annapolis, MD 21401-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Coastland Center Cost Center: 12225	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973399	11075 Tamiami Trail Noth Naples, FL 34102-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Edison Mall Cost Center: 01289	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973409	1540 Colonial Blvd Fort Myers, FL 33901-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle Gardens Of The Palm Beaches Cost Center: 12244	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973412	11710 Us Highway 1 Palm Beach Gardens, FL 33408-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle King Of Prussia Plaza Cost Center: 12422	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973425	233 Mall Blvd. King of Prussia, PA 19406-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Mall Of Georgia Cost Center: 12291	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973441	3275 Buford Drive Buford, GA 30519-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Riverchase Galleria Cost Center: 12179	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973454	3089 Hwy 150, South Birmingham, AL 35244-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle The Mall @ Short Hills Cost Center: 12189	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973467	434 Main Street Chatham, NJ 7928 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Willow Grove Park Mall Cost Center: 12139	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000042902025	2500 Moreland Road, Suite 1096 Willow Grove, PA 19090-4002 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks

**Finlay Fine Jewelry Corporation**

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Finlay Fine Jewelry Corp.	JP Morgan Chase	001-019066 **	270 Park Avenue New York, NY 10017 Attn: Marva Yarde Tel: (212) 270-0469	Miscellaneous deposit sent to Corp office. (Rebates, UPS refund, Tax refunds, Cobra)
Finlay Fine Jewelry Corp.	JP Morgan Chase	001-018426 **	5270 Park Avenue New York NY 10017 Attn: Marva Yarde (212) 270-0469	Corporate payroll
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-222-439 *	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	A/C for and controlled by GECC Store settlements checks, ACH, wires are sweep to GECC daily
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-224-178 *	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Blocked Funding Account Main account. GE funds this account.
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-224-194 **	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Operating Account – wires, ACH only. ZBA account
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-521-308 **	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Accounts Payable Controlled Disbursements – AP checks –ZBA account
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-521-316 **	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Payroll Controlled Disbursement Account – Field Payroll –ZBA account



ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Finlay Fine Jewelry Corp	Deutsche Bank Trust Company	00-454-678	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Flexible Spending program used to reimburse employee ZBA Account
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-459-508	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Telecheck Services Inc Telecheck deposits BBB return checks collections
Finlay Fine Jewelry Corp.	Bank of America	950-760-5202	1140 Avenue of the Americas New York NY 10017	Used for Field employee sales. Deposits are done at the DC in CT. Balance is reduce monthly to Chase main account.
Finlay Fine Jewelry Corp. DBA Bailey Banks and Biddle	JP Morgan Chase	754-305324	270 Park Avenue New York NY 10017 Attn: Marva Yarde Tel: (212) 270-0469	BBB credit card settlement account (Amex, Visa, Master card, discover and Private Label credit cards proceeds)

\* Blocked Account

\*\* Blocked Account and Disbursement Account

**Finlay Enterprises, Inc.**

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Finlay Enterprises, Inc. Dept. No.50-9926 004-04	Deutsche Bank Trust Company	00-239-388	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	For FEI expense. Stock options exercise checks are deposited in account
Finlay Enterprises, Inc. Dept. No.50-9926 004-11	Deutsche Bank Asset Management	00-239-388 239388-00	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Prime Money Market

\* Blocked Account

\*\* Blocked Account and Disbursement Account

**Finlay Merchandising & Buying LLC**

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Finlay Merchandising & Buying Dept. No. 23-9936 004-29	JP Morgan Chase	020-916175	270 Park Avenue New York, NY 10017 Attn: Marva Yarde Tel: (212) 270-0469	Payroll
Finlay Merchandising & Buying Inc. Dept. No. 23-9936 004-30	Deutsche Bank Trust Company	00-382-299	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Tax payments

**eFINLAY, INC.**

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
eFinlay, Inc.  Dept. No. 24-9596-004-31	Deutsche Bank Trust Company	00-407-089	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Used for state tax payments to eFinlay
eFinlay, Inc.  Dept. No. 20-9927-004-24	JP Morgan Chase	957-149670	270 Park Avenue New York, NY 10017 Attn: Marva Yarde Tel: (212) 270-0469	Used for collecting credit card sales relating to Sarah's Jewelry web site

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	:
	:
FINLAY ENTERPRISES, INC., <i>et al.</i> ,	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.  
09-14872 (\_\_\_\_)  
(Jointly Administered)

**INTERIM ORDER PURSUANT TO SECTIONS 105(a), 362(d), 363(b),  
AND 503(b) OF THE BANKRUPTCY CODE AND BANKRUPTCY  
RULES 4001, 6003 AND 6004 (A) (i) AUTHORIZING DEBTORS  
TO CONTINUE THEIR WORKERS' COMPENSATION  
PROGRAMS AND THEIR LIABILITY, PRODUCT, PROPERTY,  
AND OTHER INSURANCE PROGRAMS, (ii) AUTHORIZING  
DEBTORS TO PAY ALL PREPETITION OBLIGATIONS IN  
RESPECT THEREOF, (B) AUTHORIZING FINANCIAL  
INSTITUTIONS TO HONOR AND PROCESS CHECKS AND  
TRANSFERS RELATED TO SUCH OBLIGATIONS,  
AND (C) SCHEDULING A FINAL HEARING**

Upon the motion, dated August 5, 2009 (the "Motion"), of Finlay Enterprises, Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, "Finlay" or the "Debtors"), for an order, pursuant to sections 105(a), 362(d), 363(b), and 503(b) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and Rules 4001, 6003 and 6004 of the Federal Rules of Bankruptcy Procedure, for (A) authority to (i) continue their workers' compensation programs (the "Workers' Compensation Programs") and their liability, product, property, and other insurance programs, including, without limitation, all of the policies set forth on Exhibit "A" annexed hereto (together with the Workers' Compensation Programs, the "Insurance Programs"); (ii) pay all prepetition obligations in respect thereof, on an uninterrupted basis, consistent with their practices in effect prior to the commencement of the Debtors' chapter 11 cases, including the payment of all

premiums, claims, deductibles, administrative expenses, brokers' fees, and all other charges incurred, whether relating to the period prior to or after the commencement of these chapter 11 cases (collectively, the "Insurance Obligations"), (iii) modify the automatic stay solely and for the limited purpose of permitting employees with claims under the Workers' Compensation Program to proceed with their claims in accordance with such program in the appropriate judicial or administrative forum; (B) authorization for certain banks and financial institutions, including, without limitation, those annexed hereto as Exhibit "B" (the "Banks") to honor and process checks and transfers related to such obligations; and (C) schedule a final hearing ("Final Hearing") to consider the relief requested on a permanent basis, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), (ii) the attorneys for General Electric Capital Corporation ("GECC"), as agent under that certain Fourth Amended and Restated Credit Agreement dated as of November 9, 2007, (iii) the attorneys for HSBC Bank USA ("HSBC"), as trustee under that certain second lien indenture dated as of November 26, 2008 and that certain third lien indenture dated as of November 26, 2008, (iv) those creditors holding the thirty largest unsecured claims against the Debtors' estates (on a consolidated basis), and (v) the U.S. Securities and Exchange Commission (the "SEC"), and it appearing that no other or further

notice need be provided; and a hearing (the “Interim Hearing”) having been held to consider the relief requested in the Motion; and the appearances of all interested parties having been noted in the record of the Interim Hearing; and upon the Affidavit of Arthur E. Reiner Pursuant to Rule 1007-2 for the Local Bankruptcy Rules of the Southern District of New York in Support of First-Day Motions and Applications, sworn to on August 5, 2009, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as set forth herein on an interim basis; and it is further

ORDERED that the Debtors are authorized to pay all prepetition obligations in respect of the Workers Compensation Programs and the Insurance Programs that come due prior to the Final Hearing; and it is further

ORDERED that the Debtors are authorized and empowered to maintain their Insurance Programs without interruption, on the same basis, and in accordance with the same practices and procedures that were in effect prior to the commencement of the Debtors’ chapter 11 cases; and it is further

ORDERED that, pursuant to section 362(d) of the Bankruptcy Code, to the extent any of the Debtors’ employees hold claims under the Debtors’ Workers’ Compensation Programs, these employees are authorized, at the Debtors’ discretion, to proceed with their workers’ compensation claims through and including the collection of any judgment in the appropriate judicial or administrative forum under the Workers’ Compensation Programs;

*provided*, that the prosecution of such claims is in accordance with the Workers' Compensation Program and the recoveries are limited to the proceeds available under the Workers' Compensation Program; and it is further

ORDERED that the Banks are authorized to honor, process, and pay, to the extent of funds on deposit, any and all prepetition checks or electronic fund transfer requests issued by the Debtors in respect of any Insurance Obligation, whether pre or postpetition; and it is further

ORDERED that any Bank may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the commencement of these chapter 11 cases should be honored pursuant to this Order, and such Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein; and it is further

ORDERED that nothing in this Order or the Motion shall be construed as prejudicing the rights of the Debtors to dispute or contest the amount of or basis for any claims against the Debtors in connection with or relating to the Debtors' Insurance Programs; and it is further

ORDERED that, to the extent that any Insurance Program or any related contract or agreement is deemed an executory contract within the meaning of section 365 of the Bankruptcy Code, neither this Order nor any payments made in accordance with this Order shall constitute the postpetition assumption of any such Insurance Program, contract, or related agreement pursuant to section 365 of the Bankruptcy Code; and it is further

ORDERED that Bankruptcy Rule 6003 has been satisfied; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) are waived; and it is further

ORDERED that notwithstanding any applicability of Bankruptcy Rules 4001(a), or 6004(h)<sup>1</sup>, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Final Hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held on \_\_\_\_\_, 2009 at \_\_:\_\_.M. (Eastern Time); and any objections to entry of such order shall be in writing, filed with the Court in accordance with General Order M-242, and served upon (i) counsel to the Debtors; (ii) the U.S. Trustee; (iii) the attorneys for GECC; (iv) the attorneys for HSBC; (v) those creditors holding the thirty largest unsecured claims against the Debtors' estates (on a consolidated basis); (vi) the SEC, and (vii) counsel for any statutory committee appointed in these cases, in each case so as to be received no later than 4:00 P.M. on \_\_\_\_\_, 2009; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: August \_\_, 2009  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE

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<sup>1</sup> Bankruptcy Rule 6004(h) is an interim bankruptcy rule adopted pursuant to standing General Order M-308 of the United States Bankruptcy Court for the Southern District of New York, signed on October 11, 2005 by Chief Judge Stuart M. Bernstein.



**EXHIBIT A**

**Insurance Programs**

## Insurance Programs

### Finlay Enterprises, Inc. and Its Subsidiaries

(generally excluding L. Congress)

Type of Coverage	Insurer	Policy Term	Annual Premium
Primary Property	Jewelers Mutual Insurance Company	8/1/09-8/1/10	\$435,616
Excess Property	Underwriters at Lloyds, London	8/1/09-8/1/10	\$112,700
Excess Property	RSUI Indemnity Co.	8/1/09-8/1/10	\$81,426
Employee Crime	National Union Fire Ins. Co. of Pittsburgh, PA	8/1/09-8/1/10	\$59,134
Inland Marine (Transit)	Tokio Marine and Fire Ins. Co.	8/1/09-8/1/10	\$84,791
Comprehensive General Liability	Federal Ins. Co. (Chubb)	6/1/09-6/1/10	\$151,330 (subject to audit)
Business Auto	Federal Ins. Co. (Chubb)	6/1/09-6/1/10	\$20,302
Commercial Umbrella	Vigilant Ins. Co.	6/1/09-6/1/10	\$68,000
Directors & Officers Liability	Vigilant Ins. Co.	11/14/08-11/14/10 (six year tail)	\$340,000 (\$390,000)
Directors & Officers Liability	St. Paul Mercury Ins. Co. (Travelers)	11/14/08-11/14/10 (six year tail)	\$249,500 (\$312,000)
Employment Practices Liability	State National Ins. Co.	6/16/09-6/16/10	\$79,151
Fiduciary Liability	Federal Ins. Co. (Chubb)	10/31/08-10/31/09	\$15,439
Corporate Travel Accident	Federal Ins. Co. (Chubb)	6/5/07-6/5/10	\$14,891

Type of Coverage	Insurer	Policy Term	Annual Premium
Workers Compensation	Federal Ins. Co. (Chubb)	6/1/09-6/1/10	\$549,415
Workers Compensation (WV only)	Brick Street Mutual Ins. Co.	3/24/09-3/24/10	\$1,977
Workers Compensation (WA only)	Dept. of Labor & Industries	N/A	\$3,954
Workers Compensation (OH only)	Ohio Bureau of Workers' Compensation	N/A	\$55,839
Key Man Life Insurance (for Arthur E. Reiner)	(a) Security Mutual Life Ins. Co. (b) United States Life Ins. Co.	(a) 10/27/04-10/27/14 (b) 2/18/02-2/17/12	(a) \$37,307 (b) \$20,325

**L. Congress, Inc.**

<b>Type of Coverage</b>	<b>Insurer</b>	<b>Policy Term</b>	<b>Annual Premium</b>
Employment Practices Liability	Markel American Ins. Co.	10/1/08-10/01/09	\$6,384
Flood	The Hartford	(a) 10/13/08-10/13/09 (b) 6/29/09-6/29/10 (c) 8/18/08-8/18/09	(a) \$3,888 (b) \$9,119 (c) \$14,799
Business Auto	State Farm Mutual Auto. Ins. Co.	5/4/09-11/4/09	\$595
Jewelers Block	Jewelers Mutual Ins. Co.	10/1/08-10/1/09	\$206,194

## **EXHIBIT B**

### **Bank Accounts**

## Bank Account Table

### Carlyle & Co. Jewelers LLC

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 42	First Tennessee	9201438	1638 Robert C Jackson Dr Maryville, TN 37802 Tel: (865) 971-2080	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 65	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 98	Bank of America	000689660159	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 145	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 152	Bank of America	684072713	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 154	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 162	Bank of America	3272190580	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 190	Bank of America	684072593	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 199	First Sentry	0131970	6501 Mud River Road Barboursville WV 25504 (304) 522-6400	Store Deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 199	Huntington Federal	5959192	1049 Fifth Avenue Huntington, WV 25701 Tel: (304) 528-6200	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 207	Bank of America	684072755	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 212	Bank of America	21303086	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 220	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 227	Bank of America	684072797	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 229	Bank of America	2181704044	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 231	Bank of America	684073505	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 235	Bank of America	140509	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 237	Bank of America	684072632	101 South Tryon St Charlotte, NC 28255 Attn: Jeffrey Pelletier Tel: (800) 654-8503 x5931	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 239	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 241 <sup>1</sup>	Bank of America	3446449248	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 244	Bank of America	000684072836	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 245	Bank of America	000691246752	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 246	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 247	Bank of America	005489523860	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks

<sup>1</sup> This store operates under the name Park Promenade LLC.



ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 249	Compass	23641569	PO Box 10566 Birmingham, AL 35296 Tel: (800) 266-7277	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 250	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 303	PNC	5610718485	222 Delaware Ave Wilmington, DE 19899 Tel: (877) 824-5001	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 305	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 307	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 312	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 315	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 350	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 252	Conway National	071736058701	1400 Third Avenue Conway, SC 29528 Tel: (843) 248-5721	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 254	Bank of America	237006644990	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 256	Vision Bank	10052267	PO Box 1848 Panama City, FL 32402-1848 Tel: (850) 522-4000	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 262	Capital City	3700753101	1601 Bass Road Macon, GA 3120 Tel: (478) 474-2110	Store deposits cash and checks

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 314	PNC	8919705887	1305 Main Street Warrington, PA 18976 Tel: (215) 491-6451	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store Payroll	Bank of America	480152219	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Payroll
Carlyle & Co. Jewelers LLC Corporate Payroll	Bank of America	480152222	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Corporate Payroll
Carlyle & Co. Jewelers LLC Group Health Plan	Bank of America	480152303	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	
Carlyle & Co. Jewelers LLC Concentration account	Bank of America	21145537	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Receipts – GE sweep
Carlyle & Co. Jewelers LLC O/S Checks	Bank of America	2330026534	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Checks issued
Carlyle & Co. Jewelers LLC Funding account	Bank of America	684073301	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	GE Funds account Funds other corp. BoA accounts
Carlyle & Co. Jewelers LLC Amex	Bank of America	653202457	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Amex Settlements, (returns, fees etc)

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Visa/Master Card	Bank of America	6840473343	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Visa and Master card Settlement
Carlyle & Co. Jewelers LLC Discover	Bank of America	21220603	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Discover settlements
Carlyle & Co. Jewelers LLC Flexible Reimb. Plan	Bank of America	480152293	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Flexible Benefits Funding
Carlyle & Co. Jewelers LLC Chase Paymentech	Bank of America	480152251	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Chase Paymentech Fees

**L. Congress, Inc.**

<b>BANK</b>	<b>ACCOUNT NAME</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
L. Congress, Inc. Controlled Disbursement	AmSouth Bank	5990011724	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Payroll & Accounts Payable
L. Congress, Inc. Depository	AmSouth Bank	0031790429	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	CC activities, fees, returns, sales, chargebacks, etc.
L. Congress, Inc. Depository	AmSouth Bank	0060077549	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Cash and check deposits from the stores & daily sweep. GE Blocked agreement
L. Congress, Inc. Master	AmSouth Bank	0060077387	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Keep a negotiated balance for unknowns.
L. Congress, Inc. ZBA	AmSouth Bank	0031790801	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Miscellaneous (direct deposits, taxes, banking fees, etc.)
L. Congress, Inc. Checking account	AmSouth Bank	0076607518	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Estate Purchases
L. Congress, Inc. Depository	TIB	72000504006	PO Box 2808 Key Largo, FL 33037 Tel: (800) 233-6330	Deposit for 1 store – small balance transferred monthly to sweep account

**Bailey Banks & Biddle**

ACCOUNT NAME	Bank	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Bailey Banks & Biddle Bellevue Square Cost Center: 12239	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499262	415 106th Avenue, Northeast Bellevue, WA 98004-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3592	Store deposit cash and checks
Bailey Banks & Biddle Chandler Fashion Center Cost Center: 12343	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499327	3410 West Chandler Blvd. Chandler, AZ 85226-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3593	Store deposit cash and checks
Bailey Banks & Biddle Fair Oaks Mall Cost Center: 01274	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499204	12011 Lee Jackson Memorial Highway Fairfax, VA 22033-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3594	Store deposit cash and checks
Bailey Banks & Biddle Fashion Show Mall Cost Center: 01248	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499194	4080 Spring Mountain Rd Las Vegas, NV 8901 Attn: Kemberly Gordon Tel: (800) 325-6999 X3595	Store deposit cash and checks
Bailey Banks & Biddle Glendale Galleria Cost Center: 12162	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499246	345 North Brand Blvd. Glendale, CA 91203-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3596	Store deposit cash and checks
Bailey Banks & Biddle International Plaza Cost Center: 12328	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499314	100 North Westshore Blvd. Tampa, FL 33609-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3597	Store deposit cash and checks
Bailey Banks & Biddle Lenox Square Mall Cost Center: 12697	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499178	Monarch Plaza Branch/3414 Peachtree Ne Atlanta, GA 30326-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3598	Store deposit cash and checks
Bailey Banks & Biddle Meadowood Mall Cost Center: 12265	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499385	5905 South Virginia Street Reno, NV 89502-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3599	Store deposit cash and checks
Bailey Banks & Biddle Menlo Park Mall Cost Center: 12357	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499424	46 Parsonage Rd. Edison, NJ 08837-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3600	Store deposit cash and checks

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle North East Mall Cost Center: 12616	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499152	8625 Bedford Euleess Road Hurst, TX 76053-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3601	Store deposit cash and checks
Bailey Banks & Biddle Perimeter Mall Cost Center: 12694	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499165	1 Perimeter Center, East Atlanta, GA 30346-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3602	Store deposit cash and checks
Bailey Banks & Biddle Saint Louis Galleria Cost Center: 12243	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426449275	7800 Forsyth Blvd. Claton, MO 63105-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3603	Store deposit cash and checks
Bailey Banks & Biddle Scottsdale Fashion Square Mall Cost Center: 12272	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499291	7014 Camelback Road Scottsdale, AZ 85251-0000 Attn: Jeffrey Pelletier Tel: (800) 447-5592 x5931	Store deposit cash and checks
Bailey Banks & Biddle South Coast Plaza Cost Center: 12106	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499220	675 Anton Blvd. Costa Mesa, CA 92626-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3605	Store deposit cash and checks
Bailey Banks & Biddle Stoneridge Mall Cost Center: 12262	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499288	7496 Dublin Blvd. Duplin, CA 94568-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3606	Store deposit cash and checks
Bailey Banks & Biddle Stonestown Galleria Cost Center: 12200	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499356	245 Winston Drive San Francisco, CA 94132-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3607	Store deposit cash and checks
Bailey Banks & Biddle The Galleria Dallas Cost Center: 12152	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499330	13355 Noel Road, Suite 100 Dallas, TX 75240-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3608	Store deposit cash and checks
Bailey Banks & Biddle The Mall @ Wellington Green Cost Center: 12331	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499411	11977 Southern Blvd. Royal Palm Beach, FL 33414-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3609	Store deposit cash and checks

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle The Mall In Columbia Cost Center: 12493	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499149	10300 Little Patuxent Parkway, Suite 1860 Columbia, MD 21044-1615 Attn: Kemberly Gordon Tel: (800) 325-6999 X3610	Store deposit cash and checks
Bailey Banks & Biddle The Shops @ Mission Viejo Cost Center: 12283	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499398	27571 Puerta Real Mission Viejo, CA 92691-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3611	Store deposit cash and checks
Bailey Banks & Biddle The Woodlands Mall Cost Center: 12242	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499369	1201 Lake Woodlands Drive, Suite 1180 The Woodlands, TX 77380-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3612	Store deposit cash and checks
Bailey Banks & Biddle Town & Country Shopping Center Cost Center: 12310	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499301	1005 Blalock Road Houston, TX 77055-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3613	Store deposit cash and checks
Bailey Banks & Biddle Valley Fair Mall Cost Center: 12190	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499259	2905 Stevens Creek Blvd. Santa Clara, CA 95050-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3614	Store deposit cash and checks
Bailey Banks & Biddle Village @ Corte Madera Cost Center: 12171	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499343	663 Tamalpais Drive Corte Madera, CA 94925-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3615	Store deposit cash and checks
Bailey Banks & Biddle Washington Square Cost Center: 12771	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499181	10101 Southwest Washington Square Road Portland, OR 97223-4467 Attn: Jeffrey Pelletier Tel: (800) 447-5592 x5931	Store deposit cash and checks
Bailey Banks & Biddle Westfarms Mall Cost Center: 12257	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499372	100 Center Street Farmington, CT 06032-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3617	Store deposit cash and checks
Bailey Banks & Biddle Willow Bend Mall Cost Center: 12327	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499408	100 Center Street Plano, TX 75093-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3618	Store deposit cash and checks

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle Willowbrook Mall Cost Center: 01297	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499217	7455 Fm 1960 Road, West Houston, TX 77070-5715 Attn: Kemberly Gordon Tel: (800) 325-6999 X3619	Store deposit cash and checks
Bailey Banks & Biddle Summit Sierra Cost Center: 12423	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426612450	13921 South Virginia St Reno, NV 89511 Attn: Kemberly Gordon Tel: (800) 325-6999 X3620	Store deposit cash and checks
Bailey Banks & Biddle The Shops At Southlake Cost Center: 12364	Capitol One Bank	Master Acct: 3620515298 Sub-Account: 3620515298	1110 E. Southlake Blvd. Southlake, TX 76092-0000 Attn: Patricia Herskovitz Tel: (972) 855-3945	Store deposit cash and checks
Bailey Banks & Biddle Fashion Center @ Pentagon City Cost Center: 12223	Chevy Chase Bank	Master Acct: 0624378900 Sub-Account: 0624378900	1100 South Hayes Street, Space S- 16Arlington, VA 22202-0000 Attn: Sepi or David Merzazado Tel: (703) 893-1505	Store deposit cash and checks
Bailey Banks & Biddle Montgomery Mall Cost Center: 12963	Chevy Chase Bank	Master Acct: 0624378900 Sub-Account: 0624378900	7101 Democracy Blvd. Bethesda, MD 20817-1007 Attn: Sepi or David Merzazado Tel: (703) 893-1505	Store deposit cash and checks
Bailey Banks & Biddle Tysons Corner Center Cost Center: 12513	Chevy Chase Bank	Master Acct: 0624378900 Sub-Account: 0624378900	8011 Tyson Corner Center Mc Lean, VA 22102-4555 Attn: Sepi or David Merzazado Tel: (703) 893-1505	Store deposit cash and checks
Bailey Banks & Biddle Ross Park Mall Cost Center: 12188	Citizen's Bank	Master Acct: 20220286 Sub-Account: 20220286	1000 Ross Park Mall Drive, Space E-4 Pittsburgh, PA 15237-0000 Attn: Jackie Delmastro Tel: 401-456-7451	Store deposit cash and checks
Bailey Banks & Biddle Northpark Center Cost Center: 12533	Comerica Bank	Master Acct: 1881221814 Sub-Account: 1881221814	907 Northpark Center Dallas, TX 75225-2280 Attn: Tel:	Store deposit cash and checks
Bailey Banks & Biddle Cherry Hill Mall Cost Center: 12229	Commerce Bank	Master Acct: 7866678621 Sub-Account: 7866678621	101 Haddonfield Road Cherry Hill, NJ 08002-2155 Attn: Rose Ann Moffa Tel: (856) 751-2739	Store deposit cash and checks



<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle The Westchester Mall Cost Center: 12256	Commerce Bank	Master Acct: 7866678621 Sub-Account: 7866678621	285 Mamaroneck Avenue White Plains, NY 10601-0000 Attn: Rose Ann Moffa Tel: (856) 751-2739	Store deposit cash and checks
Bailey Banks & Biddle Beachwood Place Mall Cost Center: 1257	Fifth Third Bank	Master Acct: 7024687530 Sub-Account: 7024687530	1801 East 9th Street Beachwood, OH 44122-1162 Attn: MacIom Williams Tel: (513) 534-3743	Store deposit cash and checks
Bailey Banks & Biddle Old Orchard Center Cost Center: 122273	First American Bank	Master Acct: 55020480604 Sub-Account: 55020480604	4611 Golf Road Skokie, IL 60077-0000 Attn: Jayshree Shah Tel: (847) 586-2717	Store deposit cash and checks
Bailey Banks & Biddle Wolfchase Galleria Cost Center: 12247	First Tennessee Bank	Master Acct: 179125458 Sub-Account: 179125458	2750 North Germantown Road Memphis, TN 38133-0000 Attn: Shelly Thomas Tel: (404) 279-4773	Store deposit cash and checks
Bailey Banks & Biddle Galleria Post Oak Cost Center: 12312	International Bank Of Commerce	Master Acct: 2510582437 Sub-Account: 2510582437	5085 Westheimer # 4640 (In Mall) Houston, TX 77056-0000 Attn: Elizabeth Mendoza Tel: (956) 632-3532	Store deposit cash and checks
Bailey Banks & Biddle The Shops At La Cantera Cost Center: 12360	International Bank Of Commerce	Master Acct: 2510582437 Sub-Account: 2510582437	15900 La Cantera Pkwy (In Mall) San Antonio, TX 78256-0000 Attn: Elizabeth Mendoza Tel: (956) 632-3532	Store deposit cash and checks
Bailey Banks & Biddle Deer Park Town Center Cost Center: 12282	JP Morgan Chase Bank	Master Acct: 754015758 Sub-Account: 754015758	1131 East Dundee Road Lake Zurich, IL 60074-0000 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Mall Of Louisiana Cost Center: 12266	JP Morgan Chase Bank	Master Acct: 754015907 Sub-Account: 754015907	6851 Bluebonnet Baton Rouge, LA 70836-0000 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Biltmore Fashion Park Cost Center: 12326	JP Morgan Chase Bank	Master Acct: 754015907 Sub-Account: 754015907	2538 East Camelback Road Phoenix, AZ 85016-0000 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & BiddleOrland Square MallCost Center: 12506	JP Morgan Chase Bank	Master Acct: 754016053 Sub-Account: 754016053	15100 South La Grande Road #2320 Orland Park, IL 60462-0000 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Oak Brook Center Cost Center: 12116	JP Morgan Chase Bank	Master Acct: 754016152 Sub-Account: 754016152	110 Oak Brook Center Oak Brook, IL 60523-1808 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Woodfield Mall Cost Center: 12804	JP Morgan Chase Bank	Master Acct: 754016202 Sub-Account: 754016202	L 306 Woodfield Mall Schaumburg, IL 60173-5808 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Partridge Creek Cost Center: 12424	JP Morgan Chase	Master Acct: 754016202 Sub-Account: 754016202	17420 Hall Rd Clinton Township, MI 48038 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Cherry Creek Center Cost Center: 12858	Key Bank	Master Acct: 359681227708 Sub-Account: 359681227708	3300 East 1st Avenue Denver, CO 80206-0000 Attn: Carrie Boland Tel: (216) 689-4405	Store deposit cash and checks
Zell Bros. Southwest Morrison Cost Center: 12770	Key Bank	Master Acct: 359681227716 Sub-Account: 359681227716	444 Southwest 5th Avenue Portland, OR 97204-0000 Attn: Carrie Boland Tel: (216) 689-4405	Store deposit cash and checks
Bailey Banks & Biddle Somerset Mall Cost Center: 12245	Bank Of America/ Formerly Lasalle	Master Acct: 5403412314 Sub-Account: 5403412314	2800 West Big Beaver Road, Space P-135 Troy, MI 48084-0000 Attn: Asha Patel Tel: (248) 816-9395	Store deposit cash and checks
Bailey Banks & Biddle South Hills Village Cost Center: 12387	National City Bank	Master Acct: 985747351 Sub-Account: 985747351	102 Fort Couch Road Pittsburgh, PA 15241-1493 Attn: Margie Ressler Tel: (412) 833-1474	Store deposit cash and checks
Bailey Banks & Biddle Christiana Mall Cost Center: 12238	PNC Bank	Master Acct: 1019816063 Sub-Account: 1019816063	437 Grant Street Pittsburgh, PA 19702-0000 Attn: Donna D. Boyle Tel: (412) 768-6113	Store deposit cash and checks

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle One Mellon Bank Center Cost Center: 12127	PNC Bank	Master Acct: 1019816063 Sub-Account: 1019816063	715 Christiana Mall Drive Newark, DE 15219-0000 Attn: Donna D. Boyle Tel: (412) 768-6113	Store deposit cash and checks
Bailey Banks & Biddle The Domain Shopping Center Cost Center: 12361	Regions Bank	Master Acct: 0079078702 Sub-Account: 0079078702	4314 Braker Lane Austin, TX 78758-0000 Attn: Lenora Wright Tel: (205) 264-5259	Store deposit cash and checks
Bailey Banks & Biddle Oak Court Mall Cost Center: 12201	Regions Bank	Master Acct: 0079078702 Sub-Account: 0079078702	4485 Popular Avenue Memphis, TN 38117-0000 Attn: Lenora Wright Tel: (205) 264-5259	Store deposit cash and checks
Bailey Banks & Biddle Florida Mall Cost Center: 12252	Suntrust Bank, N.A.	Master Acct: 1000063667512 Sub-Account: 1000063667512	6900 South Orange Blossom Trail Orlando, FL 32809-0000 Attn: Leticia Richards Tel: (866) 448-6932 x 57538	Store deposit cash and checks
Bailey Banks & Biddle Park Meadows Mall Cost Center: 12249	Us Bank	Master Acct: 153910335758 Sub-Account: 153910335758	9217 East Lincoln Avenue Littleton, CO 80124-0000 Attn: Diana Vance Tel: (216) 623-9248	Store deposit cash and checks
Bailey Banks & Biddle Park Plaza Cost Center: 12323	Us Bank	Master Acct: 153910335758 Sub-Account: 153910335758	6000 West Markham Street, Suite 2110 Little Rock, AR 72205-0000 Attn: Diana Vance Tel: (216) 623-9248	Store deposit cash and checks
Bailey Banks & Biddle Annapolis Mall Cost Center: 01250	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973386	171 Jennifer Road Annapolis, MD 21401-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Coastland Center Cost Center: 12225	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973399	11075 Tamiami Trail Noth Naples, FL 34102-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Edison Mall Cost Center: 01289	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973409	1540 Colonial Blvd Fort Myers, FL 33901-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle Gardens Of The Palm Beaches Cost Center: 12244	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973412	11710 Us Highway 1 Palm Beach Gardens, FL 33408-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle King Of Prussia Plaza Cost Center: 12422	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973425	233 Mall Blvd. King of Prussia, PA 19406-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Mall Of Georgia Cost Center: 12291	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973441	3275 Buford Drive Buford, GA 30519-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Riverchase Galleria Cost Center: 12179	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973454	3089 Hwy 150, South Birmingham, AL 35244-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle The Mall @ Short Hills Cost Center: 12189	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973467	434 Main Street Chatham, NJ 7928 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Willow Grove Park Mall Cost Center: 12139	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000042902025	2500 Moreland Road, Suite 1096 Willow Grove, PA 19090-4002 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks

**Finlay Fine Jewelry Corporation**

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Finlay Fine Jewelry Corp.	JP Morgan Chase	001-019066 **	270 Park Avenue New York, NY 10017 Attn: Marva Yarde Tel: (212) 270-0469	Miscellaneous deposit sent to Corp office. (Rebates, UPS refund, Tax refunds, Cobra)
Finlay Fine Jewelry Corp.	JP Morgan Chase	001-018426 **	5270 Park Avenue New York NY 10017 Attn: Marva Yarde (212) 270-0469	Corporate payroll
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-222-439 *	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	A/C for and controlled by GECC Store settlements checks, ACH, wires are sweep to GECC daily
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-224-178 *	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Blocked Funding Account Main account. GE funds this account.
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-224-194 **	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Operating Account – wires, ACH only. ZBA account
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-521-308 **	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Accounts Payable Controlled Disbursements – AP checks –ZBA account
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-521-316 **	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Payroll Controlled Disbursement Account – Field Payroll –ZBA account

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Finlay Fine Jewelry Corp	Deutsche Bank Trust Company	00-454-678	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Flexible Spending program used to reimburse employee ZBA Account
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-459-508	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Telecheck Services Inc Telecheck deposits BBB return checks collections
Finlay Fine Jewelry Corp.	Bank of America	950-760-5202	1140 Avenue of the Americas New York NY 10017	Used for Field employee sales. Deposits are done at the DC in CT. Balance is reduce monthly to Chase main account.
Finlay Fine Jewelry Corp. DBA Bailey Banks and Biddle	JP Morgan Chase	754-305324	270 Park Avenue New York NY 10017 Attn: Marva Yarde Tel: (212) 270-0469	BBB credit card settlement account (Amex, Visa, Master card, discover and Private Label credit cards proceeds)

\* Blocked Account

\*\* Blocked Account and Disbursement Account

**Finlay Enterprises, Inc.**

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Finlay Enterprises, Inc. Dept. No.50-9926 004-04	Deutsche Bank Trust Company	00-239-388	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	For FEI expense. Stock options exercise checks are deposited in account
Finlay Enterprises, Inc. Dept. No.50-9926 004-11	Deutsche Bank Asset Management	00-239-388 239388-00	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Prime Money Market

\* Blocked Account

\*\* Blocked Account and Disbursement Account

**Finlay Merchandising & Buying LLC**

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Finlay Merchandising & Buying Dept. No. 23-9936 004-29	JP Morgan Chase	020-916175	270 Park Avenue New York, NY 10017 Attn: Marva Yarde Tel: (212) 270-0469	Payroll
Finlay Merchandising & Buying Inc. Dept. No. 23-9936 004-30	Deutsche Bank Trust Company	00-382-299	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Tax payments

**eFINLAY, INC.**

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
eFinlay, Inc.  Dept. No. 24-9596-004-31	Deutsche Bank Trust Company	00-407-089	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Used for state tax payments to eFinlay
eFinlay, Inc.  Dept. No. 20-9927-004-24	JP Morgan Chase	957-149670	270 Park Avenue New York, NY 10017 Attn: Marva Yarde Tel: (212) 270-0469	Used for collecting credit card sales relating to Sarah's Jewelry web site



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	
	:
In re	:
	:
FINLAY ENTERPRISES, INC., <i>et al.</i> ,	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.  
09-14873 (\_\_\_\_)  
(Jointly Administered)

**FINAL ORDER PURSUANT TO SECTIONS 105(a), 362(d), 363(b),  
AND 503(b) OF THE BANKRUPTCY CODE AND BANKRUPTCY  
RULES 4001, 6003 AND 6004 (A) (i) AUTHORIZING DEBTORS TO  
CONTINUE THEIR WORKERS' COMPENSATION PROGRAMS  
AND THEIR LIABILITY, PRODUCT, PROPERTY, AND  
OTHER INSURANCE PROGRAMS, (ii) AUTHORIZING  
DEBTORS TO PAY ALL PREPETITION OBLIGATIONS IN  
RESPECT THEREOF; AND (B) AUTHORIZING FINANCIAL  
INSTITUTIONS TO HONOR AND PROCESS CHECKS AND  
TRANSFERS RELATED TO SUCH OBLIGATIONS**

Upon the motion, dated August 5, 2009 (the "Motion"), of Finlay Enterprises, Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, "Finlay" or the "Debtors"), for an order, pursuant to sections 105(a), 362(d), 363(b), and 503(b) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and Rules 4001, 6003 and 6004 of the Federal Rules of Bankruptcy Procedure, for (A) authority to (i) continue their workers' compensation programs (the "Workers' Compensation Programs") and their liability, product, property, and other insurance programs, including, without limitation, all of the policies set forth on Exhibit "A" annexed hereto (together with the Workers' Compensation Programs, the "Insurance Programs"), (ii) pay all prepetition obligations in respect thereof, on an uninterrupted basis, consistent with their practices in effect prior to the commencement of the Debtors' chapter 11 cases, including the payment of all premiums, claims, deductibles, administrative expenses, brokers' fees, and all other charges incurred, whether

relating to the period prior to or after the commencement of these chapter 11 cases (collectively, the “Insurance Obligations”), (iii) modify the automatic stay solely and for the limited purpose of permitting employees with claims under the Workers’ Compensation Program to proceed with their claims in accordance with such program in the appropriate judicial or administrative forum; (B) authorization for certain banks and financial institutions, including, without limitation, those annexed hereto to as Exhibit “B” (the “Banks”) to honor and process checks and transfers related to such obligations; and (C) schedule a hearing to consider the relief requested on a permanent basis (the “Final Hearing”), all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for General Electric Capital Corporation, as agent under that certain Fourth Amended and Restated Credit Agreement dated as of November 9, 2007, (iii) the attorneys for HSBC Bank USA, as trustee under that certain second lien indenture dated as of November 26, 2008 and that certain third lien indenture dated as of November 26, 2008, (iv) those creditors holding the thirty largest unsecured claims against the Debtors’ estates (on a consolidated basis), and (v) the U.S. Securities and Exchange Commission, and it appearing that no other or further notice need be provided; and a hearing (the “Hearing”) having been held to consider the relief requested in the Motion; and the appearances of all interested parties having been noted in the record of the

Hearing; and upon the Affidavit of Arthur E. Reiner Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Motions and Applications, sworn to on August 5, 2009, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as set forth herein on a final basis; and it is further

ORDERED that the Debtors are authorized and empowered to maintain their Insurance Programs without interruption, on the same basis, and in accordance with the same practices and procedures that were in effect prior to the commencement of the Debtors' chapter 11 cases; and it is further

ORDERED that the Debtors are authorized, but not required, to pay, in their sole discretion, all Insurance Obligations that are or become payable prior to the commencement of the Debtors' chapter 11 cases, including, without limitation, all premiums, claims, deductibles, excess, retrospective adjustments, administrative and brokers' fees, and all other obligations arising under the Insurance Programs, including those Insurance Obligations that (i) were due and payable or related to the period before the commencement of these chapter 11 cases, without further Order of the Court, and (ii) are or become due and payable or related to the period after the commencement of these chapter 11 cases; and it is further

ORDERED that, pursuant to section 362(d) of the Bankruptcy Code, to the extent any of the Debtors' employees hold claims under the Debtors' Workers' Compensation

Programs, these employees are authorized, at the Debtors' discretion, to proceed with their workers' compensation claims through and including the collection of any judgment in the appropriate judicial or administrative forum under the Workers' Compensation Programs; *provided*, that the prosecution of such claims is in accordance with the Workers' Compensation Program and the recoveries are limited to the proceeds available under the Workers' Compensation Program; and it is further

ORDERED that the Banks are authorized to honor, process, and pay, to the extent of funds on deposit, any and all prepetition checks or electronic fund transfer requests issued by the Debtors in respect of any Insurance Obligation, whether pre or postpetition; and it is further

ORDERED that any Bank may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the commencement of these chapter 11 cases should be honored pursuant to this Order, and such Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein; and it is further

ORDERED that nothing in this Order or the Motion shall be construed as prejudicing the rights of the Debtors to dispute or contest the amount of or basis for any claims against the Debtors in connection with or relating to the Debtors' Insurance Programs; and it is further

ORDERED that, to the extent that any Insurance Program or any related contract or agreement is deemed an executory contract within the meaning of section 365 of the Bankruptcy Code, neither this Order nor any payments made in accordance with this Order shall constitute the postpetition assumption of any such Insurance Program, contract, or related agreement pursuant to section 365 of the Bankruptcy Code; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rules 6004(a) are waived; and it is further

ORDERED that notwithstanding any applicability of Bankruptcy Rules 4001(a) or 6004(h),<sup>1</sup> the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: August \_\_, 2009  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE

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<sup>1</sup> Bankruptcy Rule 6004(h) is an interim bankruptcy rule adopted pursuant to standing General Order M-308 of the United States Bankruptcy Court for the Southern District of New York, signed on October 11, 2005 by Chief Judge Stuart M. Bernstein.

**EXHIBIT A**

**Insurance Programs**

## Insurance Programs

### Finlay Enterprises, Inc. and Its Subsidiaries

(generally excluding L. Congress)

Type of Coverage	Insurer	Policy Term	Annual Premium
Primary Property	Jewelers Mutual Insurance Company	8/1/09-8/1/10	\$435,616
Excess Property	Underwriters at Lloyds, London	8/1/09-8/1/10	\$112,700
Excess Property	RSUI Indemnity Co.	8/1/09-8/1/10	\$81,426
Employee Crime	National Union Fire Ins. Co. of Pittsburgh, PA	8/1/09-8/1/10	\$59,134
Inland Marine (Transit)	Tokio Marine and Fire Ins. Co.	8/1/09-8/1/10	\$84,791
Comprehensive General Liability	Federal Ins. Co. (Chubb)	6/1/09-6/1/10	\$151,330 (subject to audit)
Business Auto	Federal Ins. Co. (Chubb)	6/1/09-6/1/10	\$20,302
Commercial Umbrella	Vigilant Ins. Co.	6/1/09-6/1/10	\$68,000
Directors & Officers Liability	Vigilant Ins. Co.	11/14/08-11/14/10 (six year tail)	\$340,000 (\$390,000)
Directors & Officers Liability	St. Paul Mercury Ins. Co. (Travelers)	11/14/08-11/14/10 (six year tail)	\$249,500 (\$312,000)
Employment Practices Liability	State National Ins. Co.	6/16/09-6/16/10	\$79,151
Fiduciary Liability	Federal Ins. Co. (Chubb)	10/31/08-10/31/09	\$15,439
Corporate Travel Accident	Federal Ins. Co. (Chubb)	6/5/07-6/5/10	\$14,891

Type of Coverage	Insurer	Policy Term	Annual Premium
Workers Compensation	Federal Ins. Co. (Chubb)	6/1/09-6/1/10	\$549,415
Workers Compensation (WV only)	Brick Street Mutual Ins. Co.	3/24/09-3/24/10	\$1,977
Workers Compensation (WA only)	Dept. of Labor & Industries	N/A	\$3,954
Workers Compensation (OH only)	Ohio Bureau of Workers' Compensation	N/A	\$55,839
Key Man Life Insurance (for Arthur E. Reiner)	(a) Security Mutual Life Ins. Co. (b) United States Life Ins. Co.	(a) 10/27/04-10/27/14 (b) 2/18/02-2/17/12	(a) \$37,307 (b) \$20,325



**L. Congress, Inc.**

<b>Type of Coverage</b>	<b>Insurer</b>	<b>Policy Term</b>	<b>Annual Premium</b>
Employment Practices Liability	Markel American Ins. Co.	10/1/08-10/01/09	\$6,384
Flood	The Hartford	(a) 10/13/08-10/13/09 (b) 6/29/09-6/29/10 (c) 8/18/08-8/18/09	(a) \$3,888 (b) \$9,119 (c) \$14,799
Business Auto	State Farm Mutual Auto. Ins. Co.	5/4/09-11/4/09	\$595
Jewelers Block	Jewelers Mutual Ins. Co.	10/1/08-10/1/09	\$206,194

## **EXHIBIT B**

### **Bank Accounts**

## Bank Account Table

### Carlyle & Co. Jewelers LLC

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 42	First Tennessee	9201438	1638 Robert C Jackson Dr Maryville, TN 37802 Tel: (865) 971-2080	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 65	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 98	Bank of America	000689660159	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 145	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 152	Bank of America	684072713	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 154	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 162	Bank of America	3272190580	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 190	Bank of America	684072593	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 199	First Sentry	0131970	6501 Mud River Road Barboursville WV 25504 (304) 522-6400	Store Deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 199	Huntington Federal	5959192	1049 Fifth Avenue Huntington, WV 25701 Tel: (304) 528-6200	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 207	Bank of America	684072755	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 212	Bank of America	21303086	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 220	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 227	Bank of America	684072797	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 229	Bank of America	2181704044	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 231	Bank of America	684073505	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 235	Bank of America	140509	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 237	Bank of America	684072632	101 South Tryon St Charlotte, NC 28255 Attn: Jeffrey Pelletier Tel: (800) 654-8503 x5931	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 239	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 241 <sup>1</sup>	Bank of America	3446449248	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 244	Bank of America	000684072836	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 245	Bank of America	000691246752	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 246	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 247	Bank of America	005489523860	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks

<sup>1</sup> This store operates under the name Park Promenade LLC.

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 249	Compass	23641569	PO Box 10566 Birmingham, AL 35296 Tel: (800) 266-7277	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 250	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 303	PNC	5610718485	222 Delaware Ave Wilmington, DE 19899 Tel: (877) 824-5001	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 305	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 307	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 312	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 315	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 350	Wachovia	002000003960077	300 North Greene St Greensboro, NC 27420 Tel: (336) 378-4177	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 252	Conway National	071736058701	1400 Third Avenue Conway, SC 29528 Tel: (843) 248-5721	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 254	Bank of America	237006644990	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 256	Vision Bank	10052267	PO Box 1848 Panama City, FL 32402-1848 Tel: (850) 522-4000	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store # 262	Capital City	3700753101	1601 Bass Road Macon, GA 3120 Tel: (478) 474-2110	Store deposits cash and checks

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Store # 314	PNC	8919705887	1305 Main Street Warrington, PA 18976 Tel: (215) 491-6451	Store deposits cash and checks
Carlyle & Co. Jewelers LLC Store Payroll	Bank of America	480152219	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Payroll
Carlyle & Co. Jewelers LLC Corporate Payroll	Bank of America	480152222	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Corporate Payroll
Carlyle & Co. Jewelers LLC Group Health Plan	Bank of America	480152303	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	
Carlyle & Co. Jewelers LLC Concentration account	Bank of America	21145537	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Receipts – GE sweep
Carlyle & Co. Jewelers LLC O/S Checks	Bank of America	2330026534	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Checks issued
Carlyle & Co. Jewelers LLC Funding account	Bank of America	684073301	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	GE Funds account Funds other corp. BoA accounts
Carlyle & Co. Jewelers LLC Amex	Bank of America	653202457	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Amex Settlements, (returns, fees etc)

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Carlyle & Co. Jewelers LLC Visa/Master Card	Bank of America	6840473343	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Visa and Master card Settlement
Carlyle & Co. Jewelers LLC Discover	Bank of America	21220603	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Discover settlements
Carlyle & Co. Jewelers LLC Flexible Reimb. Plan	Bank of America	480152293	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Flexible Benefits Funding
Carlyle & Co. Jewelers LLC Chase Paymentech	Bank of America	480152251	600 Peach St. NE, GA1-006-09-10 Atlanta GA 30308 Attn: Kemberly Gordon (800) 325-6999 x35942	Chase Paymentech Fees



**L. Congress, Inc.**

<b>BANK</b>	<b>ACCOUNT NAME</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
L. Congress, Inc. Controlled Disbursement	AmSouth Bank	5990011724	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Payroll & Accounts Payable
L. Congress, Inc. Depository	AmSouth Bank	0031790429	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	CC activities, fees, returns, sales, chargebacks, etc.
L. Congress, Inc. Depository	AmSouth Bank	0060077549	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Cash and check deposits from the stores & daily sweep. GE Blocked agreement
L. Congress, Inc. Master	AmSouth Bank	0060077387	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Keep a negotiated balance for unknowns.
L. Congress, Inc. ZBA	AmSouth Bank	0031790801	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Miscellaneous (direct deposits, taxes, banking fees, etc.)
L. Congress, Inc. Checking account	AmSouth Bank	0076607518	1567 Main Street Sarasota, FL 34236 Attn: Steve Altier Tel: (941) 329-4223	Estate Purchases
L. Congress, Inc. Depository	TIB	72000504006	PO Box 2808 Key Largo, FL 33037 Tel: (800) 233-6330	Deposit for 1 store – small balance transferred monthly to sweep account

**Bailey Banks & Biddle**

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle Bellevue Square Cost Center: 12239	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499262	415 106th Avenue, Northeast Bellevue, WA 98004-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3592	Store deposit cash and checks
Bailey Banks & Biddle Chandler Fashion Center Cost Center: 12343	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499327	3410 West Chandler Blvd. Chandler, AZ 85226-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3593	Store deposit cash and checks
Bailey Banks & Biddle Fair Oaks Mall Cost Center: 01274	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499204	12011 Lee Jackson Memorial Highway Fairfax, VA 22033-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3594	Store deposit cash and checks
Bailey Banks & Biddle Fashion Show Mall Cost Center: 01248	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499194	4080 Spring Mountain Rd Las Vegas, NV 8901 Attn: Kemberly Gordon Tel: (800) 325-6999 X3595	Store deposit cash and checks
Bailey Banks & Biddle Glendale Galleria Cost Center: 12162	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499246	345 North Brand Blvd. Glendale, CA 91203-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3596	Store deposit cash and checks
Bailey Banks & Biddle International Plaza Cost Center: 12328	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499314	100 North Westshore Blvd. Tampa, FL 33609-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3597	Store deposit cash and checks
Bailey Banks & Biddle Lenox Square Mall Cost Center: 12697	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499178	Monarch Plaza Branch/3414 Peachtree Ne Atlanta, GA 30326-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3598	Store deposit cash and checks
Bailey Banks & Biddle Meadowood Mall Cost Center: 12265	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499385	5905 South Virginia Street Reno, NV 89502-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3599	Store deposit cash and checks
Bailey Banks & Biddle Menlo Park Mall Cost Center: 12357	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499424	46 Parsonage Rd. Edison, NJ 08837-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3600	Store deposit cash and checks

ACCOUNT NAME	Bank	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Bailey Banks & Biddle North East Mall Cost Center: 12616	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499152	8625 Bedford Euleess Road Hurst, TX 76053-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3601	Store deposit cash and checks
Bailey Banks & Biddle Perimeter Mall Cost Center: 12694	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499165	1 Perimeter Center, East Atlanta, GA 30346-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3602	Store deposit cash and checks
Bailey Banks & Biddle Saint Louis Galleria Cost Center: 12243	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426449275	7800 Forsyth Blvd. Claton, MO 63105-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3603	Store deposit cash and checks
Bailey Banks & Biddle Scottsdale Fashion Square Mall Cost Center: 12272	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499291	7014 Camelback Road Scottsdale, AZ 85251-0000 Attn: Jeffrey Pelletier Tel: (800) 447-5592 x5931	Store deposit cash and checks
Bailey Banks & Biddle South Coast Plaza Cost Center: 12106	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499220	675 Anton Blvd. Costa Mesa, CA 92626-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3605	Store deposit cash and checks
Bailey Banks & Biddle Stoneridge Mall Cost Center: 12262	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499288	7496 Dublin Blvd. Duplin, CA 94568-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3606	Store deposit cash and checks
Bailey Banks & Biddle Stonestown Galleria Cost Center: 12200	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499356	245 Winston Drive San Francisco, CA 94132-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3607	Store deposit cash and checks
Bailey Banks & Biddle The Galleria Dallas Cost Center: 12152	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499330	13355 Noel Road, Suite 100 Dallas, TX 75240-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3608	Store deposit cash and checks
Bailey Banks & Biddle The Mall @ Wellington Green Cost Center: 12331	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499411	11977 Southern Blvd. Royal Palm Beach, FL 33414-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3609	Store deposit cash and checks

ACCOUNT NAME	Bank	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Bailey Banks & Biddle The Mall In Columbia Cost Center: 12493	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499149	10300 Little Patuxent Parkway, Suite 1860 Columbia, MD 21044-1615 Attn: Kemberly Gordon Tel: (800) 325-6999 X3610	Store deposit cash and checks
Bailey Banks & Biddle The Shops @ Mission Viejo Cost Center: 12283	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499398	27571 Puerta Real Mission Viejo, CA 92691-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3611	Store deposit cash and checks
Bailey Banks & Biddle The Woodlands Mall Cost Center: 12242	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499369	1201 Lake Woodlands Drive, Suite 1180 The Woodlands, TX 77380-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3612	Store deposit cash and checks
Bailey Banks & Biddle Town & Country Shopping Center Cost Center: 12310	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499301	1005 Blalock Road Houston, TX 77055-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3613	Store deposit cash and checks
Bailey Banks & Biddle Valley Fair Mall Cost Center: 12190	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499259	2905 Stevens Creek Blvd. Santa Clara, CA 95050-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3614	Store deposit cash and checks
Bailey Banks & Biddle Village @ Corte Madera Cost Center: 12171	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499343	663 Tamalpais Drive Corte Madera, CA 94925-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3615	Store deposit cash and checks
Bailey Banks & Biddle Washington Square Cost Center: 12771	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499181	10101 Southwest Washington Square Road Portland, OR 97223-4467 Attn: Jeffrey Pelletier Tel: (800) 447-5592 x5931	Store deposit cash and checks
Bailey Banks & Biddle Westfarms Mall Cost Center: 12257	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499372	100 Center Street Farmington, CT 06032-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3617	Store deposit cash and checks
Bailey Banks & Biddle Willow Bend Mall Cost Center: 12327	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499408	100 Center Street Plano, TX 75093-0000 Attn: Kemberly Gordon Tel: (800) 325-6999 X3618	Store deposit cash and checks

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle Willowbrook Mall Cost Center: 01297	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426499217	7455 Fm 1960 Road, West Houston, TX 77070-5715 Attn: Kemberly Gordon Tel: (800) 325-6999 X3619	Store deposit cash and checks
Bailey Banks & Biddle Summit Sierra Cost Center: 12423	Bank Of America	Master Acct: 4426499136 Sub-Account: 4426612450	13921 South Virginia St Reno, NV 89511 Attn: Kemberly Gordon Tel: (800) 325-6999 X3620	Store deposit cash and checks
Bailey Banks & Biddle The Shops At Southlake Cost Center: 12364	Capitol One Bank	Master Acct: 3620515298 Sub-Account: 3620515298	1110 E. Southlake Blvd. Southlake, TX 76092-0000 Attn: Patricia Herskovitz Tel: (972) 855-3945	Store deposit cash and checks
Bailey Banks & Biddle Fashion Center @ Pentagon City Cost Center: 12223	Chevy Chase Bank	Master Acct: 0624378900 Sub-Account: 0624378900	1100 South Hayes Street, Space S- 16Arlington, VA 22202-0000 Attn: Sepi or David Merzazado Tel: (703) 893-1505	Store deposit cash and checks
Bailey Banks & Biddle Montgomery Mall Cost Center: 12963	Chevy Chase Bank	Master Acct: 0624378900 Sub-Account: 0624378900	7101 Democracy Blvd. Bethesda, MD 20817-1007 Attn: Sepi or David Merzazado Tel: (703) 893-1505	Store deposit cash and checks
Bailey Banks & Biddle Tysons Corner Center Cost Center: 12513	Chevy Chase Bank	Master Acct: 0624378900 Sub-Account: 0624378900	8011 Tyson Corner Center Mc Lean, VA 22102-4555 Attn: Sepi or David Merzazado Tel: (703) 893-1505	Store deposit cash and checks
Bailey Banks & Biddle Ross Park Mall Cost Center: 12188	Citizen's Bank	Master Acct: 20220286 Sub-Account: 20220286	1000 Ross Park Mall Drive, Space E-4 Pittsburgh, PA 15237-0000 Attn: Jackie Delmastro Tel: 401-456-7451	Store deposit cash and checks
Bailey Banks & Biddle Northpark Center Cost Center: 12533	Comerica Bank	Master Acct: 1881221814 Sub-Account: 1881221814	907 Northpark Center Dallas, TX 75225-2280 Attn: Tel:	Store deposit cash and checks
Bailey Banks & Biddle Cherry Hill Mall Cost Center: 12229	Commerce Bank	Master Acct: 7866678621 Sub-Account: 7866678621	101 Haddonfield Road Cherry Hill, NJ 08002-2155 Attn: Rose Ann Moffa Tel: (856) 751-2739	Store deposit cash and checks

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle The Westchester Mall Cost Center: 12256	Commerce Bank	Master Acct: 7866678621 Sub-Account: 7866678621	285 Mamaroneck Avenue White Plains, NY 10601-0000 Attn: Rose Ann Moffa Tel: (856) 751-2739	Store deposit cash and checks
Bailey Banks & Biddle Beachwood Place Mall Cost Center: 1257	Fifth Third Bank	Master Acct: 7024687530 Sub-Account: 7024687530	1801 East 9th Street Beachwood, OH 44122-1162 Attn: MacIom Williams Tel: (513) 534-3743	Store deposit cash and checks
Bailey Banks & Biddle Old Orchard Center Cost Center: 122273	First American Bank	Master Acct: 55020480604 Sub-Account: 55020480604	4611 Golf Road Skokie, IL 60077-0000 Attn: Jayshree Shah Tel: (847) 586-2717	Store deposit cash and checks
Bailey Banks & Biddle Wolfchase Galleria Cost Center: 12247	First Tennessee Bank	Master Acct: 179125458 Sub-Account: 179125458	2750 North Germantown Road Memphis, TN 38133-0000 Attn: Shelly Thomas Tel: (404) 279-4773	Store deposit cash and checks
Bailey Banks & Biddle Galleria Post Oak Cost Center: 12312	International Bank Of Commerce	Master Acct: 2510582437 Sub-Account: 2510582437	5085 Westheimer # 4640 (In Mall) Houston, TX 77056-0000 Attn: Elizabeth Mendoza Tel: (956) 632-3532	Store deposit cash and checks
Bailey Banks & Biddle The Shops At La Cantera Cost Center: 12360	International Bank Of Commerce	Master Acct: 2510582437 Sub-Account: 2510582437	15900 La Cantera Pkwy (In Mall) San Antonio, TX 78256-0000 Attn: Elizabeth Mendoza Tel: (956) 632-3532	Store deposit cash and checks
Bailey Banks & Biddle Deer Park Town Center Cost Center: 12282	JP Morgan Chase Bank	Master Acct: 754015758 Sub-Account: 754015758	1131 East Dundee Road Lake Zurich, IL 60074-0000 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Mall Of Louisiana Cost Center: 12266	JP Morgan Chase Bank	Master Acct: 754015907 Sub-Account: 754015907	6851 Bluebonnet Baton Rouge, LA 70836-0000 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Biltmore Fashion Park Cost Center: 12326	JP Morgan Chase Bank	Master Acct: 754015907 Sub-Account: 754015907	2538 East Camelback Road Phoenix, AZ 85016-0000 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks

<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & BiddleOrland Square MallCost Center: 12506	JP Morgan Chase Bank	Master Acct: 754016053 Sub-Account: 754016053	15100 South La Grande Road #2320 Orland Park, IL 60462-0000 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Oak Brook Center Cost Center: 12116	JP Morgan Chase Bank	Master Acct: 754016152 Sub-Account: 754016152	110 Oak Brook Center Oak Brook, IL 60523-1808 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Woodfield Mall Cost Center: 12804	JP Morgan Chase Bank	Master Acct: 754016202 Sub-Account: 754016202	L 306 Woodfield Mall Schaumburg, IL 60173-5808 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Partridge Creek Cost Center: 12424	JP Morgan Chase	Master Acct: 754016202 Sub-Account: 754016202	17420 Hall Rd Clinton Township, MI 48038 Attn: Marva Yarde Tel: (212) 270-0469	Store deposit cash and checks
Bailey Banks & Biddle Cherry Creek Center Cost Center: 12858	Key Bank	Master Acct: 359681227708 Sub-Account: 359681227708	3300 East 1st Avenue Denver, CO 80206-0000 Attn: Carrie Boland Tel: (216) 689-4405	Store deposit cash and checks
Zell Bros. Southwest Morrison Cost Center: 12770	Key Bank	Master Acct: 359681227716 Sub-Account: 359681227716	444 Southwest 5th Avenue Portland, OR 97204-0000 Attn: Carrie Boland Tel: (216) 689-4405	Store deposit cash and checks
Bailey Banks & Biddle Somerset Mall Cost Center: 12245	Bank Of America/ Formerly Lasalle	Master Acct: 5403412314 Sub-Account: 5403412314	2800 West Big Beaver Road, Space P-135 Troy, MI 48084-0000 Attn: Asha Patel Tel: (248) 816-9395	Store deposit cash and checks
Bailey Banks & Biddle South Hills Village Cost Center: 12387	National City Bank	Master Acct: 985747351 Sub-Account: 985747351	102 Fort Couch Road Pittsburgh, PA 15241-1493 Attn: Margie Ressler Tel: (412) 833-1474	Store deposit cash and checks
Bailey Banks & Biddle Christiana Mall Cost Center: 12238	PNC Bank	Master Acct: 1019816063 Sub-Account: 1019816063	437 Grant Street Pittsburgh, PA 19702-0000 Attn: Donna D. Boyle Tel: (412) 768-6113	Store deposit cash and checks

ACCOUNT NAME	Bank	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Bailey Banks & Biddle One Mellon Bank Center Cost Center: 12127	PNC Bank	Master Acct: 1019816063 Sub-Account: 1019816063	715 Christiana Mall Drive Newark, DE 15219-0000 Attn: Donna D. Boyle Tel: (412) 768-6113	Store deposit cash and checks
Bailey Banks & Biddle The Domain Shopping Center Cost Center: 12361	Regions Bank	Master Acct: 0079078702 Sub-Account: 0079078702	4314 Braker Lane Austin, TX 78758-0000 Attn: Lenora Wright Tel: (205) 264-5259	Store deposit cash and checks
Bailey Banks & Biddle Oak Court Mall Cost Center: 12201	Regions Bank	Master Acct: 0079078702 Sub-Account: 0079078702	4485 Popular Avenue Memphis, TN 38117-0000 Attn: Lenora Wright Tel: (205) 264-5259	Store deposit cash and checks
Bailey Banks & Biddle Florida Mall Cost Center: 12252	Suntrust Bank, N.A.	Master Acct: 1000063667512 Sub-Account: 1000063667512	6900 South Orange Blossom Trail Orlando, FL 32809-0000 Attn: Leticia Richards Tel: (866) 448-6932 x 57538	Store deposit cash and checks
Bailey Banks & Biddle Park Meadows Mall Cost Center: 12249	Us Bank	Master Acct: 153910335758 Sub-Account: 153910335758	9217 East Lincoln Avenue Littleton, CO 80124-0000 Attn: Diana Vance Tel: (216) 623-9248	Store deposit cash and checks
Bailey Banks & Biddle Park Plaza Cost Center: 12323	Us Bank	Master Acct: 153910335758 Sub-Account: 153910335758	6000 West Markham Street, Suite 2110 Little Rock, AR 72205-0000 Attn: Diana Vance Tel: (216) 623-9248	Store deposit cash and checks
Bailey Banks & Biddle Annapolis Mall Cost Center: 01250	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973386	171 Jennifer Road Annapolis, MD 21401-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Coastland Center Cost Center: 12225	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973399	11075 Tamiami Trail Noth Naples, FL 34102-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Edison Mall Cost Center: 01289	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973409	1540 Colonial Blvd Fort Myers, FL 33901-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks



<b>ACCOUNT NAME</b>	<b>Bank</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Bailey Banks & Biddle Gardens Of The Palm Beaches Cost Center: 12244	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973412	11710 Us Highway 1 Palm Beach Gardens, FL 33408-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle King Of Prussia Plaza Cost Center: 12422	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973425	233 Mall Blvd. King of Prussia, PA 19406-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Mall Of Georgia Cost Center: 12291	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973441	3275 Buford Drive Buford, GA 30519-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Riverchase Galleria Cost Center: 12179	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973454	3089 Hwy 150, South Birmingham, AL 35244-0000 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle The Mall @ Short Hills Cost Center: 12189	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000040973467	434 Main Street Chatham, NJ 7928 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks
Bailey Banks & Biddle Willow Grove Park Mall Cost Center: 12139	Wachovia Bank	Master Acct: 2000040973373 Sub-Account: 2000042902025	2500 Moreland Road, Suite 1096 Willow Grove, PA 19090-4002 Attn: David Moore Tel: (828) 482-0012	Store deposit cash and checks

**Finlay Fine Jewelry Corporation**

<b>ACCOUNT NAME</b>	<b>BANK</b>	<b>ACCOUNT NUMBER</b>	<b>ADDRESS/ TELEPHONE</b>	<b>ACCOUNT PURPOSE</b>
Finlay Fine Jewelry Corp.	JP Morgan Chase	001-019066 **	270 Park Avenue New York, NY 10017 Attn: Marva Yarde Tel: (212) 270-0469	Miscellaneous deposit sent to Corp office. (Rebates, UPS refund, Tax refunds, Cobra)
Finlay Fine Jewelry Corp.	JP Morgan Chase	001-018426 **	5270 Park Avenue New York NY 10017 Attn: Marva Yarde (212) 270-0469	Corporate payroll
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-222-439 *	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	A/C for and controlled by GECC Store settlements checks, ACH, wires are sweep to GECC daily
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-224-178 *	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Blocked Funding Account Main account. GE funds this account.
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-224-194 **	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Operating Account – wires, ACH only. ZBA account
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-521-308 **	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Accounts Payable Controlled Disbursements – AP checks –ZBA account
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-521-316 **	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Payroll Controlled Disbursement Account – Field Payroll –ZBA account

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Finlay Fine Jewelry Corp	Deutsche Bank Trust Company	00-454-678	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Flexible Spending program used to reimburse employee ZBA Account
Finlay Fine Jewelry Corp.	Deutsche Bank Trust Company	00-459-508	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Telecheck Services Inc Telecheck deposits BBB return checks collections
Finlay Fine Jewelry Corp.	Bank of America	950-760-5202	1140 Avenue of the Americas New York NY 10017	Used for Field employee sales. Deposits are done at the DC in CT. Balance is reduce monthly to Chase main account.
Finlay Fine Jewelry Corp. DBA Bailey Banks and Biddle	JP Morgan Chase	754-305324	270 Park Avenue New York NY 10017 Attn: Marva Yarde Tel: (212) 270-0469	BBB credit card settlement account (Amex, Visa, Master card, discover and Private Label credit cards proceeds)

\* Blocked Account

\*\* Blocked Account and Disbursement Account

**Finlay Enterprises, Inc.**

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Finlay Enterprises, Inc. Dept. No.50-9926 004-04	Deutsche Bank Trust Company	00-239-388	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	For FEI expense. Stock options exercise checks are deposited in account
Finlay Enterprises, Inc. Dept. No.50-9926 004-11	Deutsche Bank Asset Management	00-239-388 239388-00	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Prime Money Market

\* Blocked Account

\*\* Blocked Account and Disbursement Account

**Finlay Merchandising & Buying LLC**

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
Finlay Merchandising & Buying Dept. No. 23-9936 004-29	JP Morgan Chase	020-916175	270 Park Avenue New York, NY 10017 Attn: Marva Yarde Tel: (212) 270-0469	Payroll
Finlay Merchandising & Buying Inc. Dept. No. 23-9936 004-30	Deutsche Bank Trust Company	00-382-299	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Tax payments

**eFINLAY, INC.**

ACCOUNT NAME	BANK	ACCOUNT NUMBER	ADDRESS/ TELEPHONE	ACCOUNT PURPOSE
eFinlay, Inc.  Dept. No. 24-9596-004-31	Deutsche Bank Trust Company	00-407-089	60 Wall Street 28 <sup>th</sup> Floor, MS NYC60-2801 New York, NY 10005 Attn: Sheila Smart Tel: (212) 250-1825	Used for state tax payments to eFinlay
eFinlay, Inc.  Dept. No. 20-9927-004-24	JP Morgan Chase	957-149670	270 Park Avenue New York, NY 10017 Attn: Marva Yarde Tel: (212) 270-0469	Used for collecting credit card sales relating to Sarah's Jewelry web site